

COLONY BANKCORP INC  
Form 10-Q  
August 08, 2007

---

---

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 10-Q**

QUARTERLY REPORT UNDER SECTION 13 OR 15 (D) OF THE SECURITIES  
EXCHANGE ACT OF 1934

FOR QUARTER ENDED JUNE 30, 2007

COMMISSION FILE NUMBER 0-12436

**COLONY BANKCORP, INC.**  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**GEORGIA**  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

**58-1492391**  
(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

**115 SOUTH GRANT STREET, FITZGERALD, GEORGIA 31750**  
ADDRESS OF PRINCIPAL EXECUTIVE OFFICES

**229/426-6000**  
REGISTRANT'S TELEPHONE NUMBER INCLUDING AREA CODE

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED REPORTS REQUIRED TO BE FILED BY SECTIONS 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS.

YES  NO

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS A LARGE ACCELERATED FILER, AN ACCELERATED FILER OR A NONACCELERATED FILER. SEE DEFINITION OF ACCELERATED FILER AND LARGE ACCELERATED FILER IN RULE 12b-2 OF THE EXCHANGE ACT. (CHECK ONE)

LARGE ACCELERATED FILER  ACCELERATED FILER  NON ACCELERATED FILER

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS A SHELL COMPANY (AS DEFINED IN RULE 12B-2 OF THE ACT).

YES  NO

INDICATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE ISSUER'S CLASSES OF COMMON STOCK, AS OF THE LATEST PRACTICABLE DATE.

<u>CLASS</u>	<u>OUTSTANDING AT AUGUST</u>
	<u>6, 2007</u>
COMMON STOCK, \$1 PAR VALUE	7,204,775

---

---

1

---

TABLE OF CONTENTS

	<u>Page</u>
<u>PART I – Financial Information</u>	
<u>Forward Looking Statement Disclosure</u>	3
Item 1. <u>Financial Statements</u>	4
Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operation</u>	28
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	48
Item 4. <u>Controls and Procedures</u>	51
<u>PART II – Other Information</u>	
Item 1. <u>Legal Proceedings</u>	52
Item 1A. <u>Rick Factors</u>	52
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	52
Item 3. <u>Defaults Upon Senior Securities</u>	52
Item 4. <u>Submission of Matters to a Vote of Security Holders</u>	52
Item 5. <u>Other Information</u>	52
Item 6. <u>Exhibits</u>	53
<u>Signatures</u>	54

Table of Contents

**Forward Looking Statement Disclosure**

Statements in this Quarterly Report regarding future events or performance are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 (the PSLRA) and are made pursuant to the safe harbors of the PSLRA. Actual results of Colony Bankcorp, Inc. (the Company) could be quite different from those expressed or implied by the forward-looking statements. Any statements containing the words “could,” “may,” “will,” “should,” “plan,” “believe,” “anticipates,” “estimates,” “predicts,” “expects,” “projections,” “potential,” “continue,” or words of import, constitute “forward-looking statements”, as do any other statements that expressly or implicitly predict future events, results, or performance. Factors that could cause results to differ from results expressed or implied by our forward-looking statements include, among others, risks discussed in the text of this Quarterly Report as well as the following specific items:

- General economic conditions, whether national or regional, that could affect the demand for loans or lead to increased loan losses;
  - Competitive factors, including increased competition with community, regional, and national financial institutions, that may lead to pricing pressures that reduce yields the Company achieves on loans and increase rates the Company pays on deposits, loss of the Company’s most valued customers, defection of key employees or groups of employees, or other losses;
- Increasing or decreasing interest rate environments, including the shape and level of the yield curve, that could lead to decreases in net interest margin, lower net interest and fee income, including lower gains on sales of loans, and changes in the value of the Company’s investment securities;
- Changing business or regulatory conditions, or new legislation, affecting the financial services industry that could lead to increased costs, changes in the competitive balance among financial institutions, or revisions to our strategic focus;
- Changes or failures in technology or third party vendor relationships in important revenue production or service areas, or increases in required investments in technology that could reduce our revenue, increase our costs or lead to disruptions in our business.
- Readers are cautioned not to place undue reliance on our forward-looking statements, which reflect management’s analysis only as of the date of the statements. The Company does not intend to publicly revise or update forward-looking statements to reflect events or circumstances that arise after the date of this report.

Readers should carefully review all disclosures we file from time to time with the Securities and Exchange Commission (SEC).

Table of Contents

**PART 1. FINANCIAL INFORMATION**

ITEM 1.

**FINANCIAL STATEMENTS**

THE FOLLOWING FINANCIAL STATEMENTS ARE PROVIDED FOR COLONY BANKCORP, INC. AND SUBSIDIARIES: COLONY BANK OF FITZGERALD, COLONY BANK ASHBURN, COLONY BANK WILCOX, COLONY BANK OF DODGE COUNTY, COLONY BANK WORTH, COLONY BANK SOUTHEAST, COLONY MANAGEMENT SERVICES, INC., AND COLONY BANK QUITMAN, FSB.

A. CONSOLIDATED BALANCE SHEETS – JUNE 30, 2007 AND DECEMBER 31, 2006.

B. CONSOLIDATED STATEMENTS OF INCOME – FOR THE THREE MONTHS ENDED JUNE 30, 2007 AND 2006 AND FOR THE SIX MONTHS ENDED JUNE 30, 2007 AND 2006.

C. CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME – FOR THE THREE MONTHS ENDED JUNE 30, 2007 AND 2006 AND FOR THE SIX MONTHS ENDED JUNE 30, 2007 AND 2006.

D. CONSOLIDATED STATEMENTS OF CASH FLOWS – FOR THE SIX MONTHS ENDED JUNE 30, 2007 AND 2006.

THE CONSOLIDATED FINANCIAL STATEMENTS FURNISHED HAVE NOT BEEN AUDITED BY INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS, BUT REFLECT, IN THE OPINION OF MANAGEMENT, ALL ADJUSTMENTS (CONSISTING SOLELY OF NORMAL RECURRING ADJUSTMENTS) NECESSARY FOR A FAIR PRESENTATION OF THE RESULTS OF OPERATIONS FOR THE PERIODS PRESENTED.

THE RESULTS OF OPERATIONS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2007 ARE NOT NECESSARILY INDICATIVE OF THE RESULTS TO BE EXPECTED FOR THE FULL YEAR.

Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**COLONY BANKCORP, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**JUNE 30, 2007 AND DECEMBER 31, 2006**  
**(DOLLARS IN THOUSANDS)**

	June 30, 2007 (Unaudited)	December 31, 2006
<b>ASSETS</b>		
<b>Cash and Cash Equivalents</b>		
Cash and Due from Banks	\$ 28,128	27,231
Federal Funds Sold	16,705	45,149
	44,833	72,380
<b>Interest-Bearing Deposits</b>	2,199	3,076
<b>Investment Securities</b>		
Available for Sale, at Fair Value	155,305	149,236
Held to Maturity, at Cost (Fair Value of \$67 and \$71, as of June 30, 2007 and December 31, 2006, Respectively)	67	71
	155,372	149,307
<b>Federal Home Loan Bank Stock, at Cost</b>	5,465	5,087
<b>Loans Held for Sale</b>	380	0
<b>Loans</b>	953,494	942,273
Allowance for Loan Losses	(12,647)	(11,989)
Unearned Interest and Fees	(441)	(501)
	940,406	929,783
<b>Premises and Equipment</b>	27,607	27,453
<b>Other Real Estate</b>	1,434	970
<b>Goodwill</b>	2,412	2,412
<b>Other Intangible Assets</b>	420	439
<b>Other Assets</b>	23,249	22,597
<b>Total Assets</b>	\$ 1,203,777	\$ 1,213,504
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Deposits</b>		
Noninterest-Bearing	\$ 75,069	\$ 77,336
Interest-Bearing	946,674	965,110
	1,021,743	1,042,446
<b>Borrowed Money</b>		
Federal Funds Purchased	900	1,070
Subordinated Debentures	24,229	24,229
Other Borrowed Money	69,500	61,500
	94,629	86,799
<b>Other Liabilities</b>	7,547	7,648
<b>Commitments and Contingencies</b>		

**Stockholders' Equity**

Common Stock, Par Value \$1 a Share, Authorized 20,000,000 Shares, Issued 7,204,775 and 7,189,937 Shares as of June 30, 2007 and December 31, 2006, Respectively	7,205	7,190
Paid-In Capital	24,503	24,257
Retained Earnings	50,066	46,417
Restricted Stock - Unearned Compensation	(411)	(278)
Accumulated Other Comprehensive Loss, Net of Tax	(1,505)	(975)
	<b>79,858</b>	<b>76,611</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 1,203,777</b>	<b>\$ 1,213,504</b>

The accompanying notes are an integral part of these statements.

Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**COLONY BANKCORP, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**THREE MONTHS ENDED JUNE 30, 2007 AND 2006**  
**AND SIX MONTHS ENDED JUNE 30, 2007 AND 2006**  
**(UNAUDITED)**  
**(DOLLARS IN THOUSANDS)**

	Three Months Ended		Six Months Ended	
	6/30/2007	6/30/2006	6/30/2007	6/30/2006
<b>Interest Income</b>				
Loans, Including Fees	\$ 20,420	\$ 18,652	\$ 40,188	\$ 35,405
Federal Funds Sold	336	517	967	996
Deposits with Other Banks	34	36	75	54
Investment Securities				
U.S. Government Agencies	1,573	1,182	3,117	2,346
State, County and Municipal	137	88	271	179
Corporate Obligations and Asset-Backed Securities	63	37	126	73
Dividends on Other Investments	73	69	149	128
	<b>22,636</b>	<b>20,581</b>	<b>44,893</b>	<b>39,181</b>
<b>Interest Expense</b>				
Deposits	10,673	8,662	21,280	16,176
Federal Funds Purchased	31	7	37	16
Borrowed Money	1,107	1,232	2,300	2,376
	<b>11,811</b>	<b>9,901</b>	<b>23,617</b>	<b>18,568</b>
<b>Net Interest Income</b>	<b>10,825</b>	<b>10,680</b>	<b>21,276</b>	<b>20,613</b>
Provision for Loan Losses	914	1,047	1,828	1,969
<b>Net Interest Income After Provision for Loan Losses</b>	<b>9,911</b>	<b>9,633</b>	<b>19,448</b>	<b>18,644</b>
<b>Noninterest Income</b>				
Service Charges on Deposits	1,214	1,155	2,332	2,187
Other Service Charges, Commissions and Fees	239	203	485	418
Mortgage Fee Income	286	213	538	336
Securities Gains	2	--	186	--
Other	315	447	625	685
	<b>2,056</b>	<b>2,018</b>	<b>4,166</b>	<b>3,626</b>
<b>Noninterest Expenses</b>				
Salaries and Employee Benefits	4,687	4,247	9,229	8,326
Occupancy and Equipment	1,010	1,003	2,011	1,988
Other	2,268	2,349	4,634	4,372
	<b>7,965</b>	<b>7,599</b>	<b>15,874</b>	<b>14,686</b>
<b>Income Before Income Taxes</b>	<b>4,002</b>	<b>4,052</b>	<b>7,740</b>	<b>7,584</b>
<b>Income Taxes</b>	<b>1,300</b>	<b>1,442</b>	<b>2,564</b>	<b>2,665</b>
<b>Net Income</b>	<b>\$ 2,702</b>	<b>\$ 2,610</b>	<b>\$ 5,176</b>	<b>\$ 4,919</b>
<b>Net Income Per Share of Common Stock</b>				



Edgar Filing: COLONY BANKCORP INC - Form 10-Q

Basic	\$	<b>0.38</b>	\$	0.36	\$	<b>0.72</b>	\$	0.69
Diluted	\$	<b>0.38</b>	\$	0.36	\$	<b>0.72</b>	\$	0.69
<b>Cash Dividends Declared Per Share of Common Stock</b>	\$	<b>0.09</b>	\$	0.08	\$	<b>0.18</b>	\$	0.16
<b>Weighted Average Basic Shares Outstanding</b>		<b>7,187,587</b>		7,176,258		<b>7,184,576</b>		7,173,332
<b>Weighted Average Diluted Shares Outstanding</b>		<b>7,197,645</b>		7,177,367		<b>7,196,193</b>		7,175,018

The accompanying notes are an integral part of these statements.

Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**COLONY BANKCORP INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**THREE MONTHS ENDED JUNE 30, 2007 AND 2006**  
**AND SIX MONTHS ENDED JUNE 30, 2007 AND 2006**  
**(UNAUDITED)**  
**(DOLLARS IN THOUSANDS)**

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>06/30/07</b>	<b>06/30/06</b>	<b>06/30/07</b>	<b>06/30/06</b>
<b>Net Income</b>	<b>\$ 2,702</b>	<b>\$ 2,610</b>	<b>\$ 5,176</b>	<b>\$ 4,919</b>
<b>Other Comprehensive Income, Net of Tax</b>				
Gains (Losses) on Securities Arising During the Year	<b>(813)</b>	<b>(674)</b>	<b>(407)</b>	<b>(967)</b>
Reclassification Adjustment	<b>(2)</b>	<b>---</b>	<b>(123)</b>	<b>---</b>
Unrealized Gains (Losses) on Securities	<b>(815)</b>	<b>(674)</b>	<b>(530)</b>	<b>(967)</b>
<b>Comprehensive Income</b>	<b>\$ 1,887</b>	<b>\$ 1,936</b>	<b>\$ 4,646</b>	<b>\$ 3,952</b>

The accompanying notes are an integral part of these statements.

Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**COLONY BANKCORP, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**SIX MONTHS ENDED JUNE 30, 2007 AND 2006**  
**(UNAUDITED)**  
**(DOLLARS IN THOUSANDS)**

	2007	2006
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net Income	\$ 5,176	\$ 4,919
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation	932	946
Provision for Loan Losses	1,828	1,969
Securities Gains	(186)	---
Amortization and Accretion	285	392
(Gain) Loss on Sale of Other Real Estate and Repossessions	71	(93)
Gain on Sale of Equipment	(7)	(1)
Decrease (Increase) in Cash Surrender Value of Life Insurance	33	(93)
Change in Loans Held for Sale	(380)	---
Other Prepaids, Deferrals and Accruals, Net	(902)	(1,866)
	<b>6,850</b>	<b>6,173</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Federal Home Loan Bank Stock	(378)	(75)
Purchases of Investment Securities Available for Sale	(23,939)	(21,332)
Proceeds from Maturities, Calls, and Paydowns of Investment Securities:		
Available for Sale	9,524	13,828
Held to Maturity	8	9
Proceeds from Sale of Investment Securities Available for Sale	7,673	--
Other Investments	0	(200)
Interest-Bearing Deposits in Other Banks	877	(1,279)
Net Loans to Customers	(14,055)	(57,307)
Purchase of Premises and Equipment	(1,086)	(2,924)
Other Real Estate and Repossessions	1,087	1,901
Proceeds from Sale of Premises and Equipment	7	5
Investment in Statutory Trust	(279)	(155)
Liquidation of Statutory Trust	279	---
	<b>(20,282)</b>	<b>(67,529)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Noninterest-Bearing Customer Deposits	(2,267)	(5,154)
Interest-Bearing Customer Deposits	(18,436)	65,882
Federal Funds Purchased	(170)	---
Dividends Paid	(1,242)	(1,096)
Proceeds from Other Borrowed Money	36,000	23,000
Principal Payments on Other Borrowed Money	(28,000)	(31,109)
Proceeds from Issuance of Subordinated Debentures	9,279	5,155
Principal Payments on Subordinated Debentures	(9,279)	---
	<b>(14,115)</b>	<b>56,678</b>

Net Increase (Decrease) in Cash and Cash Equivalents	<b>(27,547)</b>	(4,678)
Cash and Cash Equivalents at Beginning of Period	<b>72,380</b>	79,062
Cash and Cash Equivalents at End of Period	<b>\$ 44,833</b>	\$ 74,384

The accompanying notes are an integral part of these statements.

Table of Contents

**Part I (Continued)**

Item 1 (Continued)

**COLONY BANKCORP, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(1) Summary of Significant Accounting Policies**

**Principles of Consolidation**

Colony Bankcorp, Inc. (the Company) is a multi-bank holding company located in Fitzgerald, Georgia. The consolidated financial statements include the accounts of Colony Bankcorp, Inc. and its wholly-owned subsidiaries, Colony Bank of Fitzgerald, Fitzgerald, Georgia; Colony Bank Ashburn (which includes its wholly-owned subsidiary, Georgia First Mortgage Company), Ashburn, Georgia; Colony Bank Worth, Sylvester, Georgia; Colony Bank of Dodge County, Eastman, Georgia; Colony Bank Wilcox, Rochelle, Georgia; Colony Bank Southeast, Broxton, Georgia; Colony Bank Quitman, FSB, Quitman, Georgia (the Banks); and Colony Management Services, Inc., Fitzgerald, Georgia. All significant intercompany accounts have been eliminated in consolidation. The accounting and reporting policies of Colony Bankcorp, Inc. conform to generally accepted accounting principles and practices utilized in the commercial banking industry.

All dollars in notes to consolidated financial statements are rounded to the nearest thousand.

**Nature of Operations**

The Banks provide a full range of retail and commercial banking services for consumers and small to medium size businesses located primarily in middle and south Georgia. Lending and investing activities are funded primarily by deposits gathered through its retail branch office network.

**Use of Estimates**

In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the balance sheet date and revenues and expenses for the period. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans and the valuation of goodwill and other intangible assets.

**Reclassifications**

In certain instances, amounts reported in prior years' consolidated financial statements have been reclassified to conform to statement presentations selected for 2007. Such reclassifications had no effect on previously reported stockholders' equity or net income.

**Concentrations of Credit Risk**

Lending is concentrated in commercial and real estate loans to local borrowers. The Company has a high concentration of real estate loans; however, these loans are well collateralized and, in management's opinion, do not

pose an adverse credit risk. In addition, the balance of the loan portfolio is sufficiently diversified to avoid significant concentration of credit risk. Although the Company has a diversified loan portfolio, a substantial portion of borrowers' ability to honor their contracts is dependent upon the viability of the real estate economic sector.

The success of Colony is dependent, to a certain extent, upon the economic conditions in the geographic markets it serves. No assurance can be given that the current economic conditions will continue. Adverse changes in the economic conditions in these geographic markets would likely have a material adverse effect on the Company's results of operations and financial condition. The operating results of Colony depend primarily on its net interest income. Accordingly, operations are subject to risks and uncertainties surrounding the exposure to changes in the interest rate environment.

### **Accounting Policies**

The accounting and reporting policies of Colony Bankcorp, Inc. and its subsidiaries are in accordance with accounting principles generally accepted and conform to general practices within the banking industry. The significant accounting policies followed by Colony and the methods of applying those policies are summarized hereafter.

Table of Contents

**Part I (Continued)**

Item 1 (Continued)

**(1) Summary of Significant Accounting Policies (Continued)**

**Investment Securities**

Investment securities are recorded under Statement of Financial Accounting Standards (SFAS) No. 115, whereby the Company classifies its securities as trading, available for sale or held to maturity. Securities that are held principally for resale in the near term are classified as trading. Trading securities are carried at fair value, with realized and unrealized gains and losses included in noninterest income. Securities acquired with both the intent and ability to be held to maturity are classified as held to maturity and reported at amortized cost. All other securities not classified as trading or held to maturity are considered available for sale.

Securities available for sale are reported at estimated fair value. Unrealized gains and losses on securities available for sale are excluded from earnings and are reported, net of deferred taxes, in accumulated other comprehensive income, a component of stockholders' equity. Declines in the fair value of held-to-maturity and available-for-sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. Gains and losses from sales of securities available for sale are computed using the specific identification method. This caption includes securities, which may be sold to meet liquidity needs arising from unanticipated deposit and loan fluctuations, changes in regulatory capital requirements, or unforeseen changes in market conditions.

**Federal Home Loan Bank Stock**

Investment in stock of a Federal Home Loan Bank (FHLB) is required for every federally insured institution that utilizes its services. FHLB stock is considered restricted, as defined in SFAS No. 115; accordingly, the provisions of SFAS No. 115 are not applicable to this investment. The FHLB stock is reported in the consolidated financial statements at cost. Dividend income is recognized when earned.

**Loans**

Loans that the Company has the ability and intent to hold for the foreseeable future or until maturity are recorded at their principal amount outstanding, net of unearned interest and fees. Loan origination fees, net of certain direct origination costs, are deferred and amortized over the estimated terms of the loans using the straight-line method. Interest income on loans is recognized using the effective interest method.

A loan is considered to be delinquent when payments have not been made according to contractual terms, typically evidenced by nonpayment of a monthly installment by the due date.

When management believes there is sufficient doubt as to the collectibility of principal or interest on any loan or generally when loans are 90 days or more past due, the accrual of applicable interest is discontinued and the loan is designated as nonaccrual, unless the loan is well secured and in the process of collection. Interest payments received on nonaccrual loans are either applied against principal or reported as income, according to management's judgment as to the collectibility of principal. Loans are returned to an accrual status when factors indicating doubtful collectibility on a timely basis no longer exist.

**Allowance for Loan Losses**

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

10

---



Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**(1) Summary of Significant Accounting Policies (Continued)****Allowance for Loan Losses (Continued)**

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revisions as more information becomes available.

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are classified as either doubtful or substandard. For such loans that are also classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers nonclassified loans and is based on historical loss experience adjusted for qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price or the fair value of the collateral if the loan is collateral dependent.

**Premises and Equipment**

Premises and equipment are recorded at acquisition cost net of accumulated depreciation.

Depreciation is charged to operations over the estimated useful lives of the assets. The estimated useful lives and methods of depreciation are as follows:

Description	Life in Years	Method
Banking Premises	15-40	Straight-Line and Accelerated
Furniture and Equipment	5-10	Straight-Line and Accelerated
Leasehold Improvements	5-20	Straight-Line

Expenditures for major renewals and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. When property and equipment are retired or sold, the cost and accumulated depreciation are removed from the respective accounts and any gain or loss is reflected in other income or expense.

**Goodwill and Intangible Assets**

Goodwill represents the excess of the cost over the fair value of the net assets purchased in a business combination. Impairment testing of goodwill is performed annually or more frequently if events or circumstances indicate possible impairment. No impairment has been identified as a result of the testing performed.

Table of Contents

**Part I (Continued)**

Item 1 (Continued)

**(1) Summary of Significant Accounting Policies (Continued)**

**Goodwill and Intangible Assets (Continued)**

Intangible assets consist of core deposit intangibles acquired in connection with a business combination. The core deposit intangible is initially recognized based on an independent valuation performed as of the consummation date. The core deposit intangible is amortized by the straight-line method over the average remaining life of the acquired customer deposits. Amortization periods are reviewed annually in connection with the annual impairment testing of goodwill.

**Transfers of Financial Assets**

Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

**Statement of Cash Flows**

For reporting cash flows, cash and cash equivalents include cash on hand, noninterest-bearing amounts due from banks and federal funds sold. Cash flows from demand deposits, NOW accounts, savings accounts, loans and certificates of deposit are reported net.

**Income Taxes**

The provision for income taxes is based upon income for financial statement purposes, adjusted for nontaxable income and nondeductible expenses. Deferred income taxes have been provided when different accounting methods have been used in determining income for income tax purposes and for financial reporting purposes. Deferred tax assets and liabilities are recognized based on future tax consequences attributable to differences arising from the financial statement carrying values of assets and liabilities and their tax bases. The differences relate primarily to depreciable assets (use of different depreciation methods for financial statement and income tax purposes) and allowance for loan losses (use of the allowance method for financial statement purposes and the direct write-off method for tax purposes). In the event of changes in the tax laws, deferred tax assets and liabilities are adjusted in the period of the enactment of those changes, with effects included in the income tax provision. The Company and its subsidiaries file a consolidated federal income tax return. Each subsidiary pays its proportional share of federal income taxes to the Company based on its taxable income.

**Other Real Estate**

Other real estate generally represents real estate acquired through foreclosure and is initially recorded at the lower of cost or estimated market value at the date of acquisition. Losses from the acquisition of property in full or partial satisfaction of debt are recorded as loan losses. Subsequent declines in value, routine holding costs and gains or losses upon disposition are included in other losses.

**Comprehensive Income**

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Certain changes in assets and liabilities, such as unrealized gains and losses on securities available for sale, represent equity changes from economic events of the period other than transactions with owners and are not reported in the consolidated statements of income but as a separate component of the equity section of the consolidated balance sheets. Such items are considered components of other comprehensive income. SFAS No. 130, *Reporting Comprehensive Income*, requires the presentation in the financial statements of net income and all items of other comprehensive income as total comprehensive income.

#### **Off-Balance Sheet Credit Related Financial Instruments**

In the ordinary course of business, the Company has entered into commitments to extend credit, commercial letters of credit and standby letters of credit. Such financial instruments are recorded when they are funded.

Table of Contents

**Part I (Continued)**

Item 1 (Continued)

**(1) Summary of Significant Accounting Policies (Continued)**

**Changes in Accounting Principles and Effects of New Accounting Pronouncements**

In February 2006, the Financial Accounting Standard Board (FASB) issued SFAS No. 155, *Accounting for Certain Hybrid Financial Instruments – an amendment of FASB Statements No. 133 and 140*. This statement provides entities with relief from having to separately determine the fair value of an embedded derivative that would otherwise be required to be bifurcated from its host contract in accordance with the requirements of SFAS 133. Entities can make an irrevocable election to measure such hybrid financial instruments at fair value in its entirety, with subsequent changes in fair value recognized in earnings. This election can be made on an instrument-by-instrument basis. The effective date of this standard is for all financial instruments acquired, issued or subject to a remeasurement event occurring after the beginning of an entity's first fiscal year that begins after September 15, 2006. The adoption of this statement did not have an impact on our financial position, results of operations or disclosures.

In March 2006, the FASB issued SFAS No. 156, *Accounting for Servicing of Financial Assets*. This statement, which is an amendment to SFAS No. 140, will simplify the accounting for servicing assets and liabilities, such as those common with mortgage securitization activities. Specifically, SFAS No. 156 addresses the recognition and measurement of separately recognized servicing assets and liabilities and provides an approach to simplify efforts to obtain hedge-like (offset) accounting. SFAS No. 156 also clarifies when an obligation to service financial assets should be separately recognized as a servicing initially measured at fair value, if practicable, and permits an entity with a separately recognized servicing asset or servicing liability to choose either the amortization or fair value methods for subsequent measurement. The provisions of SFAS No. 156 are effective as of the beginning of the first fiscal year that begins after September 15, 2006. The adoption of this statement did not have an impact on our financial position, results of operations or disclosures.

In July 2006, the FASB issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes: An Interpretation of FASB Statement No. 109* (FIN 48), which clarifies the accounting for uncertainty in tax positions. This Interpretation requires that the Company recognize in the financial statements, the impact of a tax position, if that position is more likely than not to be sustained on audit, based on the technical merits of the position. The provisions of FIN 48 are effective as of the beginning of the 2007 fiscal year, with the cumulative effect of the change in accounting principle recorded as an adjustment to opening retained earnings. The cumulative change in accounting recorded directly to retained earnings and the effect on 2007 income from operations was not material.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*. SFAS No. 157 enhances existing guidance for measuring assets and liabilities using fair value. Before the issuance of SFAS No. 157, guidance for applying fair value was incorporated in several accounting pronouncements. SFAS No. 157 provides a single definition of fair value, together with a framework for measuring it, and requires additional disclosure about the use of fair value to measure assets and liabilities. SFAS No. 157 also emphasizes that fair value is market-based measurement, not an entity-specific measurement, and sets out a fair value hierarchy with the highest priority being quoted prices in active markets. Under SFAS No. 157, fair value measurements are disclosed by level within that hierarchy. While SFAS No. 157 does not add any new fair value measurements, it does change current practice. Changes to practice include: (1) a requirement for an entity to include its own credit standing in the measurement of its liabilities; (2) a modification of the transaction price presumption; (3) a prohibition on the use of block discounts when valuing large blocks of securities for broker-dealers and investment companies; and (4) a requirement to adjust the value of restricted stock for the effect of the restriction even if the restriction lapses within one year. SFAS No. 157 is effective for financial statement issued for fiscal years beginning after November 15, 2007

and interim periods within those fiscal years. The Company does not expect the adoption of this standard to have a material effect on the financial position, results of operations or disclosures.

In September 2006, the FASB issued No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans - an Amendment of FASB Statements No. 87, 88, 106 and 123(R) (FASB 158)*. This statement requires companies to recognize a net liability or asset to report the funded status of their defined benefit pension and other post retirement plans on the balance sheet. SFAS 158 requires additional new disclosures to be made in companies' financial statements. SFAS 158 is effective for publicly-held companies for fiscal years ending after December 15, 2006, except for the measurement date provisions, which are effective for fiscal years ending after December 15, 2008. The adoption of this standard did not have an effect on the Company's results of operations or financial position.

In September 2006, the Emerging Issues Task Force issued EITF Issue No. 06-04, *Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements* ("EITF 06-04"). EITF 06-04 establishes that for certain split-dollar life insurance arrangements, an employer should recognize a liability for future benefits in accordance with currently existing accounting pronouncements based on the substantive agreement with the employee. EITF 06-04 will be effective

Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**(1) Summary of Significant Accounting Policies (Continued)****Changes in Accounting Principles and Effects of New Accounting Pronouncements (Continued)**

for fiscal years beginning after December 15, 2007. Colony is currently evaluating the impact of the adoption of EITF 06-04 and has not yet determined the impact EITF 06-04 will have on the Colony's consolidated financial statements upon adoption.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment to FASB Statement No. 115*. This statement permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This statement requires a business entity to report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. An entity may decide whether to elect the fair value option for each eligible item on its election date, subject to certain requirements described in the statement. This statement shall be effective as of the beginning of each reporting entity's first fiscal year that begins

after November 15, 2007. The Company is currently assessing the impact of SFAS No. 159 on its financial position, results of operations and disclosures.

**(2) Cash and Due from Banks**

Components of cash and balances due from banks are as follows as of June 30, 2007 and December 31, 2006:

	<b>June 30, 2007</b>	December 31, 2006
Cash on Hand and Cash Items	\$ 8,085	\$ 8,308
Noninterest-Bearing Deposits with Other Banks	20,043	18,923
	<b>\$ 28,128</b>	<b>\$ 27,231</b>

As of June 30, 2007, the Banks had required deposits of approximately \$3,558 with the Federal Reserve that was satisfied with cash on hand.

**(3) Investment Securities**

Investment securities as of June 30, 2007 are summarized as follows:

	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
<b>Securities Available for Sale:</b>				
U.S. Government Agencies				
Mortgage Backed	\$ 85,497	\$ 17	\$ (1,365)	\$ 84,149
Other	53,605	19	(641)	52,983
State, County & Municipal	13,702	4	(253)	13,453

Edgar Filing: COLONY BANKCORP INC - Form 10-Q

Corporate Obligations	3,780	--	(62)	3,718
Asset-Backed Securities	1,000	--	--	1,000
Marketable Equity Securities	2	--	--	2
	\$ 157,586	\$ 40	\$ (2,321)	\$ 155,305
<b>Securities Held to Maturity:</b>				
State, County and Municipal	\$ 67	\$ --	\$ --	\$ 67

The amortized cost and fair value of investment securities as of June 30, 2007, by contractual maturity, are shown hereafter. Expected maturities will differ from contractual maturities because issuers have the right to call or prepay obligations with or without call or prepayment penalties.



Table of Contents**Part I (Continued)**

## Item 1 (Continued)

	Securities			
	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in One Year or Less	\$ 13,051	\$ 12,951		
Due After One Year Through Five Years	45,886	45,235		
Due After Five Years Through Ten Years	9,119	8,962	\$ 67	\$ 67
Due After Ten Years	4,031	4,006	--	--
	72,087	71,154	67	67
Mortgage Backed Securities	85,497	84,149	--	--
Marketable Equity Securities	2	2	--	--
	\$ 157,586	\$ 155,305	\$ 67	\$ 67

Investment securities as of December 31, 2006 are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Securities Available for Sale:</b>				
U.S. Government Agencies				
Mortgage Backed	\$ 80,053	\$ 107	\$ (1,124)	\$ 79,036
Other	54,870	65	(569)	54,366
State, County & Municipal	11,840	36	(136)	11,740
Corporate Obligations	3,787	--	(42)	3,745
Marketable Equity Securities	163	193	(7)	349
	\$ 150,713	\$ 401	\$ (1,878)	\$ 149,236
<b>Securities Held to Maturity:</b>				
State, County and Municipal	\$ 71	\$ --	\$ --	\$ 71

Proceeds from the sale of investments available for sale during first half 2007 totaled \$7,673 compared to \$0 for first half 2006. The sale of investments available for sale during 2007 resulted in gross realized gains of \$212 and gross realized losses of \$26.

Investment securities having a carry value approximating \$84,943 and \$86,141 as of June 30, 2007 and December 31, 2006, respectively, were pledged to secure public deposits and for other purposes.

Information pertaining to securities with gross unrealized losses at June 30, 2007 and December 31, 2006 aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows:

Table of Contents**Part I (Continued)**

## Item 1 (Continued)

	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<b>June 30, 2007</b>						
U.S. Government Agencies						
Mortgage Backed	\$ 28,590	\$ (320)	\$ 46,156	\$ (1,045)	\$ 74,746	\$ (1,365)
Other	15,900	(150)	32,109	(491)	48,009	(641)
State, County and Municipal	5,611	(115)	5,930	(138)	11,541	(253)
Corporate Obligations	952	(48)	993	(14)	1,945	(62)
	\$ 51,053	\$ (633)	\$ 85,188	\$ (1,688)	\$ 136,241	\$ (2,321)
<b>December 31, 2006</b>						
U.S. Government Agencies						
Mortgage Backed	\$ 11,989	\$ (55)	\$ 52,140	\$ (1,070)	\$ 64,129	\$ (1,125)
Other	5,462	(25)	31,033	(544)	36,495	(569)
State, County and Municipal	2,709	(69)	5,397	(67)	8,106	(136)
Corporate Obligations	1,750	(24)	995	(17)	2,745	(41)
Marketable Equity Securities	--	--	53	(7)	53	(7)
	\$ 21,910	\$ (173)	\$ 89,618	\$ (1,705)	\$ 111,528	\$ (1,878)

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

At June 30, 2007, the debt securities with unrealized losses have depreciated 1.68 percent from the Company's amortized cost basis. These securities are guaranteed by either U.S. Government or other governments. These unrealized losses relate principally to current interest rates for similar type of securities. In analyzing an issuer's financial condition, management considers whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred and the results of reviews of the issuer's financial condition. As management has the ability to hold debt securities until maturity, or for the foreseeable future if classified as available-for-sale, no declines are deemed to be other-than-temporary.

**(4) Loans**

The composition of loans as of June 30, 2007 and December 31, 2006 was as follows:

	June 30, 2007	December 31, 2006
Commercial, Financial and Agricultural	\$ 61,612	\$ 61,887
Real Estate – Construction	215,698	193,952

Edgar Filing: COLONY BANKCORP INC - Form 10-Q

Real Estate – Farmland	<b>44,167</b>	40,936
Real Estate – Other	<b>535,938</b>	549,601
Installment Loans to Individuals	<b>76,143</b>	76,930
All Other Loans	<b>19,936</b>	18,967
	<b>\$ 953,494</b>	\$ 942,273

Nonaccrual loans are loans for which principal and interest are doubtful of collection in accordance with original loan terms and for which accruals of interest have been discontinued due to payment delinquency. Nonaccrual loans totaled \$5,120 and \$8,069 as of June 30, 2007 and December 31, 2006, respectively and total recorded investment in loans past due 90 days or more and still accruing interest approximated \$311 and \$9, respectively.

Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**(5) Allowance for Loan Losses**

Transactions in the allowance for loan losses are summarized below for six months ended June 30, 2007 and June 30, 2006 as follows:

	<b>June 30, 2007</b>	June 30, 2006
Balance, Beginning	\$ 11,989	\$ 10,762
Provision Charged to Operating Expenses	1,828	1,969
Loans Charged Off	(1,485)	(1,543)
Loan Recoveries	315	470
Balance, Ending	\$ 12,647	\$ 11,658

**(6) Premises and Equipment**

Premises and equipment are comprised of the following as of June 30, 2007 and December 31, 2006:

	<b>June 30, 2007</b>	December 31, 2006
Land	\$ 8,052	\$ 7,414
Building	20,932	20,886
Furniture, Fixtures and Equipment	12,063	12,060
Leasehold Improvements	994	994
Construction in Progress	109	114
	<b>42,150</b>	41,468
Accumulated Depreciation	(14,543)	(14,015)
	\$ 27,607	\$ 27,453

Depreciation charged to operations totaled \$932 and \$946 for June 30, 2007 and June 30, 2006, respectively.

Certain Company facilities and equipment are leased under various operating leases. Rental expense approximated \$184 and \$169 for six months ended June 30, 2007 and June 30, 2006, respectively.

**(7) Goodwill and Intangible Assets**

The following is an analysis of the goodwill and core deposit intangible asset activity for the six months ended June 30, 2007 and June 30, 2006:

<b>Six Months Ended</b>	Six Months Ended June 30, 2006
-----------------------------	--------------------------------------

**June 30,  
2007****Goodwill**

Balance, Beginning	\$	2,412	\$	2,412
Goodwill Acquired		--		--
Balance, Ending	\$	2,412	\$	2,412

**Net Core Deposit, Intangible**

Balance, Beginning	\$	439	\$	520
Amortization Expense		(19)		(51)
Balance, Ending	\$	420	\$	469

17

---

Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**(7) Goodwill and Intangible Assets (Continued)**

The following table reflects the expected amortization for the core deposit intangible at June 30, 2007:

2007	\$ 18
2008	36
2009	36
2010	36
2011 and thereafter	294
	\$ 420

**(8) Income Taxes**

The Company records income taxes under SFAS No. 109, Accounting for Income Taxes, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually for differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

**(9) Deposits**

The aggregate amount of overdrawn deposit accounts reclassified as loan balances totaled \$780 and \$839 as of June 30, 2007 and December 31, 2006.

Components of interest-bearing deposits as of June 30, 2007 and December 31, 2006 are as follows:

	<b>June 30, 2007</b>	December 31, 2006
Interest-Bearing Demand	<b>\$ 186,148</b>	\$ 185,769
Savings	<b>35,009</b>	33,305
Time, \$100,000 and Over	<b>349,358</b>	366,041
Other Time	<b>376,159</b>	379,995
	<b>\$ 946,674</b>	\$ 965,110

At June 30, 2007 and December 31, 2006, the Company had brokered deposits of \$61,123 and \$72,682 respectively. The aggregate amount of short-term jumbo certificates of deposit, each with a minimum denomination of \$100,000 was approximately \$316,369 and \$328,788 as of June 30, 2007 and December 31, 2006, respectively.

As of June 30, 2007 and December 31, 2006, the scheduled maturities of certificates of deposits are as follows:

<u>Maturity</u>	<b>June 30, 2007</b>	December 31, 2006
-----------------	--------------------------	----------------------

One Year and Under	\$	<b>652,751</b>	\$	663,217
One to Three Years		<b>46,623</b>		54,524
Three Years and Over		<b>26,143</b>		28,295
	\$	<b>725,517</b>	\$	746,036

**(10) Other Borrowed Money**

Other borrowed money at June 30, 2007 and December 31, 2006 is summarized as follows:

		<b>June 30, 2007</b>		December 31, 2006
Federal Home Loan Bank Advances	\$	<b>69,500</b>	\$	61,500
The Banker's Bank Note Payable		--		--
	\$	<b>69,500</b>	\$	61,500

Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**(10) Other Borrowed Money (Continued)**

Advances from the Federal Home Loan Bank (FHLB) have maturities ranging from 2007 to 2019 and interest rates ranging from 2.74 percent to 5.93 percent. Under the Blanket Agreement for Advances and Security Agreement with the FHLB, residential first mortgage loans and cash balances held by the FHLB are pledged as collateral for the FHLB advances outstanding. At June 30, 2007, the Company had available line of credit commitments totaling \$88,487, of which \$18,987 was available.

The Banker's Bank Note Payable originated on February 15, 2007 as a line of credit with funds available of \$1,000 at a rate of The Wall Street Prime minus 0.75 percent. Interest payments are due monthly with the entire balance due February 14, 2008. The debt is secured by all furniture, fixtures, equipment and software of Colony Management Services. Colony Bankcorp, Inc. guarantees the debt. As of June 30, 2007, \$1,000 line of credit commitment was available as no draws have been made to date.

The aggregate stated maturities of other borrowed money at June 30, 2007 are as follows:

<u>Year</u>	<u>Amount</u>
2007	\$ 1,000
2008	9,500
2009	--
2010	1,000
2011 and Thereafter	58,000
	\$ 69,500

The Company also has available federal funds lines of credit with various financial institutions totaling \$47,300, of which \$900 was outstanding at June 30, 2007.

**(11) Subordinated Debentures (Trust Preferred Securities)**

During the fourth quarter of 2002, the Company formed a second subsidiary whose sole purpose was to issue \$5,000 in Trust Preferred Securities through a pool sponsored by FTN Financial Capital Markets. The Trust Preferred Securities have a maturity of 30 years and are redeemable after five years with certain exceptions. At June 30, 2007 the floating-rate securities had a 8.61 percent interest rate, which will reset quarterly at the three-month LIBOR rate plus 3.25 percent.

During the second quarter of 2004, the Company formed a third subsidiary whose sole purpose was to issue \$4,500 in Trust Preferred Securities through a pool sponsored by FTN Financial Capital Markets. The Trust Preferred Securities have a maturity of 30 years and are redeemable after five years with certain exceptions. At June 30, 2007, the floating rate securities had a 8.04 percent interest rate, which will reset quarterly at the three-month LIBOR rate plus 2.68 percent.

During the second quarter of 2006, the Company formed a fourth subsidiary whose sole purpose was to issue \$5,000 in Trust Preferred Securities through a pool sponsored by SunTrust Capital Markets. The Trust Preferred Securities have a maturity of 30 years and are redeemable after five years with certain exceptions. At June 30, 2007 the



floating-rate securities had a 6.86 percent interest rate, which will reset quarterly at the three-month LIBOR rate plus 1.50 percent.

During the first quarter of 2007, the Company formed a fifth subsidiary whose sole purpose was to issue \$9,000 in Trust Preferred Securities through a pool sponsored by Trapeza Capital Management, LLC. The Trust Preferred Securities have a maturity of 30 years and are redeemable after five years with certain exceptions. At June 30, 2007, the floating-rate securities had a 7.01 percent interest rate, which will reset quarterly at the three-month LIBOR rate plus 1.65 percent. Proceeds from this issuance were used to payoff the trust preferred securities with the first subsidiary formed in March 2002 as the Company exercised its option to call.

The Trust Preferred Securities are recorded as subordinated debentures on the consolidated balance sheets, but subject to certain limitations, qualify as Tier 1 Capital for regulatory capital purposes. The proceeds from the offerings were used to fund the cash portion of the Quitman acquisition, payoff holding company debt, and inject capital into bank subsidiaries.

Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**(12) Restricted Stock – Unearned Compensation**

In 1999, the board of directors of Colony Bankcorp, Inc. adopted a restricted stock grant plan which awards certain executive officers common shares of the Company. The maximum number of shares (split-adjusted) which may be subject to restricted stock awards is 64,701. During 2000 – 2007, 75,803 split-adjusted shares were issued under this plan and since the plan's inception, 11,539 shares have been forfeited; thus, remaining shares which may be subject to restricted stock awards are 437 at June 30, 2007. The shares are recorded at fair market value (on the date granted) as a separate component of stockholders' equity. The cost of these shares is being amortized against earnings using the straight-line method over three years (the restriction period.)

In April 2004, the stockholders of Colony Bankcorp, Inc. adopted a restricted stock grant plan which awards certain executive officers common shares of the Company. The maximum number of shares which may be subject to restricted stock awards (split-adjusted) is 143,500. During 2006 - 2007, 20,155 shares were issued under this plan and since the plan's inception 2,198 shares have been forfeited, thus remaining shares which may be subject to restricted stock awards are 125,543 at June 30, 2007. The shares are recorded at fair market value (on the date granted) as a separate component of stockholders' equity. The cost of these shares is being amortized against earnings using the straight-line method over three years (the restriction period).

**(13) Profit Sharing Plan**

The Company has a profit sharing plan that covers substantially all employees who meet certain age and service requirements. It is the Company's policy to make contributions to the plan as approved annually by the board of directors. The total provision for contributions to the plan was \$663 for 2006, \$558 for 2005 and \$479 for 2004.

**(14) Commitments and Contingencies**

*Credit-Related Financial Instruments.* The Company is a party to credit related financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit and commercial letters of credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets.

The Company's exposure to credit loss is represented by the contractual amount of these commitments. The Company follows the same credit policies in making commitments as it does for on-balance sheet instruments.

At June 30, 2007 and December 31, 2006 the following financial instruments were outstanding whose contract amounts represent credit risk:

	<b>Contract Amount</b>	
	<b>June 30, 2007</b>	<b>December 31, 2006</b>
Loan Commitments	\$ 111,273	\$ 105,165
Standby Letters of Credit	4,212	3,279

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments for equity lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Company, is based on management's credit evaluation of the customer.

Unfunded commitments under commercial lines of credit, revolving credit lines and overdraft protection agreements are commitments for possible future extensions of credit to existing customers. These lines of credit are uncollateralized and usually do not contain a specified maturity date and may not be drawn upon to the total extent to which the Company is committed.

Standby and performance letters of credit are conditional lending commitments issued by the Company to guarantee the performance of a customer to a third party. Those letters of credit are primarily issued to support public and private borrowing arrangements. Essentially all letters of credit issued have expiration dates within one year. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers.

Table of Contents

**Part I (Continued)**

Item 1 (Continued)

**(14) Commitments and Contingencies (Continued)**

*Purchase Commitments.* As of June 30, 2007, the Company had an outstanding commitment of approximately \$1,967 to construct and furnish an office in Savannah. No draws have been advanced as of June 30, 2007 since construction has not begun.

*Legal Contingencies.* In the ordinary course of business, there are various legal proceedings pending against Colony and its subsidiaries. The aggregate liabilities, if any, arising from such proceedings would not, in the opinion of management, have a material adverse effect on Colony's consolidated financial position.

**(15) Compensation Plan**

Two of the Bank subsidiaries have deferred compensation plans covering directors choosing to participate through individual deferred compensation contracts. In accordance with terms of the contracts, the Banks are committed to pay the directors deferred compensation over a specified number of years, beginning at age 65. In the event of a director's death before age 65, payments are made to the director's named beneficiary over a specified number of years, beginning on the first day of the month following the death of the director.

Liabilities accrued under the plans totaled \$1,185 and \$1,108 as of June 30, 2007 and December 31, 2006, respectively. Benefit payments under the contracts were \$95 and \$88 for the six month period ended June 30, 2007 and June 30, 2006, respectively. Provisions charged to operations totaled \$172 and \$72 for the six month period ended June 30, 2007 and June 30, 2006, respectively.

Fee income recognized with deferred compensation plans totaled \$91 and \$93 for six month period ended June 30, 2007 and June 30, 2006, respectively.

**(16) Regulatory Capital Matters**

The Company is subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and, possibly, additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that involve quantitative measures of the Company's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Company's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios of total and Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. The amounts and ratios as defined in regulations are presented hereafter. Management believes, as of June 30, 2007, the Company meets all capital adequacy requirements to which it is subject under the regulatory framework for prompt corrective action. In the opinion of management, there are no conditions or events since prior notification of capital adequacy from the regulators that have changed the institution's category.

Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**(16) Regulatory Capital Matters (Continued)**

The following table summarizes regulatory capital information as of June 30, 2007 and December 31, 2006 on a consolidated basis and for each significant subsidiary, as defined.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>As of June 30, 2007</b>						
Total Capital to Risk-Weighted Assets						
Consolidated	\$ 114,172	11.76%	\$ 77,665	8.00%	\$ 97,081	10.00%
Fitzgerald	19,348	12.26	12,622	8.00	15,777	10.00
Ashburn	29,681	10.88	21,824	8.00	27,280	10.00
Worth	15,169	10.58	11,475	8.00	14,343	10.00
Southeast	20,987	11.58	14,501	8.00	18,126	10.00
Quitman	12,549	11.90	8,436	8.00	10,545	10.00
Tier 1 Capital to Risk-Weighted Assets						
Consolidated	\$ 102,031	10.51%	\$ 38,832	4.00%	\$ 58,249	6.00%
Fitzgerald	17,374	11.01	6,311	4.00	9,466	6.00
Ashburn	26,264	9.63	10,912	4.00	16,368	6.00
Worth	13,375	9.32	5,737	4.00	8,606	6.00
Southeast	18,803	10.37	7,250	4.00	10,876	6.00
Quitman	11,266	10.68	4,218	4.00	6,327	6.00
Tier 1 Capital to Average Assets						
Consolidated	\$ 102,031	8.57%	\$ 47,598	4.00%	\$ 59,497	5.00%
Fitzgerald	17,374	8.87	7,837	4.00	9,796	5.00
Ashburn	26,264	7.99	13,157	4.00	16,446	5.00
Worth	13,375	7.69	6,955	4.00	8,693	5.00
Southeast	18,803	9.10	8,265	4.00	10,332	5.00
Quitman	11,266	7.68	5,866	4.00	7,333	5.00

Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**(16) Regulatory Capital Matters (Continued)**

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>As of December 31, 2006</b>						
Total Capital to Risk-Weighted Assets						
Consolidated	\$ 110,304	11.50%	\$ 76,710	8.00%	\$ 95,887	10.00%
Fitzgerald	18,697	11.33	13,206	8.00	16,508	10.00
Ashburn	28,908	10.77	21,464	8.00	26,830	10.00
Worth	14,618	11.02	10,610	8.00	13,262	10.00
Southeast	20,091	10.76	14,934	8.00	18,667	10.00
Quitman	12,183	11.65	8,367	8.00	10,458	10.00
Tier 1 Capital to Risk-Weighted Assets						
Consolidated	\$ 98,235	10.24%	\$ 38,355	4.00%	\$ 57,532	6.00%
Fitzgerald	16,567	10.04	6,603	4.00	9,905	6.00
Ashburn	25,551	9.52	10,732	4.00	16,098	6.00
Worth	12,958	9.77	5,305	4.00	7,957	6.00
Southeast	17,981	9.63	7,467	4.00	11,200	6.00
Quitman	10,985	10.50	4,183	4.00	6,275	6.00
Tier 1 Capital to Average Assets						
Consolidated	\$ 98,235	8.17%	\$ 48,087	4.00%	\$ 60,109	5.00%
Fitzgerald	16,567	8.07	8,207	4.00	10,259	5.00
Ashburn	25,551	7.68	13,306	4.00	16,632	5.00
Worth	12,958	7.44	6,969	4.00	8,711	5.00
Southeast	17,981	8.52	8,445	4.00	10,556	5.00
Quitman	10,985	7.78	5,647	4.00	7,059	5.00

Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**(17) Financial Information of Colony Bankcorp, Inc. (Parent Only)**

The parent company's balance sheets as of June 30, 2007 and December 31, 2006 and the related statements of income and comprehensive income and cash flows are as follows:

**COLONY BANKCORP, INC. (PARENT ONLY)**  
**BALANCE SHEETS**  
**JUNE 30, 2007 AND DECEMBER 31, 2006**

ASSETS	June 30, 2007 (Unaudited)	December 31, 2006 (Audited)
Cash	\$ 2,871	\$ 2,224
Premises and Equipment, Net	1,249	1,273
Investment in Subsidiaries, at Equity	100,024	97,270
Other	808	999
<b>Totals Assets</b>	<b>\$ 104,952</b>	<b>\$ 101,766</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Liabilities</b>		
Dividends Payable	\$ 648	\$ 611
Other	217	315
	865	926
Subordinated Debt	24,229	24,229
<b>Stockholders' Equity</b>		
Common Stock, Par Value \$1 a Share; Authorized 20,000,000 Shares, Issued 7,204,775 and 7,189,937 Shares as of June 30, 2007 and December 31, 2006, Respectively	7,205	7,190
Paid-In Capital	24,503	24,257
Retained Earnings	50,066	46,417
Restricted Stock - Unearned Compensation	(411)	(278)
Accumulated Other Comprehensive Loss, Net of Tax	(1,505)	(975)
	79,858	76,611
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 104,952</b>	<b>\$ 101,766</b>

Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**(17) Financial Information of Colony Bankcorp, Inc. (Parent Only) (Continued)**

**COLONY BANKCORP, INC. (PARENT ONLY)**  
**STATEMENT OF INCOME AND COMPREHENSIVE INCOME**  
**FOR THE SIX MONTHS ENDED JUNE 30, 2007 AND JUNE 30, 2006**  
**(UNAUDITED)**

	JUNE 30, 2007	JUNE 30, 2006
<b>Income</b>		
Dividends from Subsidiaries	\$ 3,030	\$ 2,835
Other	76	50
	<b>3,106</b>	<b>2,885</b>
<b>Expenses</b>		
Interest	985	898
Salaries and Employee Benefits	549	544
Other	539	397
	<b>2,073</b>	<b>1,839</b>
<b>Income Before Taxes and Equity in Undistributed Earnings of Subsidiaries</b>	<b>1,033</b>	<b>1,046</b>
Income Tax (Benefits)	<b>(612)</b>	<b>(518)</b>
<b>Income Before Taxes and Equity in Undistributed Earnings of Subsidiaries</b>	<b>1,645</b>	<b>1,564</b>
Equity in Undistributed Earnings of Subsidiaries	<b>3,531</b>	<b>3,355</b>
<b>Net Income</b>	<b>5,176</b>	<b>4,919</b>
<b>Other Comprehensive Income, Net of Tax</b>		
Gains (Losses) on Securities Arising During Year	<b>(407)</b>	<b>(967)</b>
Reclassification Adjustment	<b>(123)</b>	<b>0</b>
Unrealized Gains (Losses) in Securities	<b>(530)</b>	<b>(967)</b>
<b>Comprehensive Income</b>	<b>\$ 4,646</b>	<b>\$ 3,952</b>



Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**(17) Financial Information of Colony Bankcorp, Inc. (Parent Only) (Continued)**

**COLONY BANKCORP, INC. (PARENT ONLY)**  
**STATEMENT OF CASH FLOWS**  
**FOR THE SIX MONTHS ENDED JUNE 30, 2007 AND JUNE 30, 2006**  
**(UNAUDITED)**

	2007	2006
<b>Cash Flows from Operating Activities</b>		
Net Income	\$ 5,176	\$ 4,919
Adjustments to Reconcile Net Income to Net Cash Provided from Operating Activities		
Depreciation and Amortization	163	144
Equity in Undistributed Earnings of Subsidiary	(3,531)	(3,355)
Other	97	(288)
	<b>1,905</b>	<b>1,420</b>
<b>Cash Flows from Investing Activities</b>		
Capital Infusion in Subsidiary	--	(2,500)
Purchases of Premises and Equipment	(16)	(47)
Investment in Capital Trust	(279)	(155)
Liquidation of Statutory Trust	279	---
	<b>(16)</b>	<b>(2,702)</b>
<b>Cash Flows from Financing Activities</b>		
Dividends Paid	(1,242)	(1,096)
Principal Payments on Other Borrowed Money	--	(2,500)
Proceeds from Issuance of Subordinated Debentures	9,279	5,155
Principal Payment on Subordinated Debentures	(9,279)	---
	<b>(1,242)</b>	<b>1,559</b>
<b>Net Increase in Cash</b>	<b>647</b>	<b>277</b>
<b>Cash, Beginning</b>	<b>2,224</b>	<b>229</b>
<b>Cash, Ending</b>	<b>\$ 2,871</b>	<b>\$ 506</b>

Table of Contents**Part I (Continued)**

## Item 1 (Continued)

**(18) Earnings Per Share**

SFAS No. 128 establishes standards for computing and presenting basic and diluted earnings per share. Basic earnings per share is calculated and presented based on income available to common stockholders divided by the weighted average number of shares outstanding during the reporting periods. Diluted earnings per share reflects the potential dilution of restricted stock. The following presents earnings per share for the three months and six months ended June 30, 2007 and 2006, respectively, under the requirements of Statement 128:

	Three Months Ended June 30, 2007			Three Months Ended June 30, 2006		
	Income Numerator	Common Shares Denominator	EPS	Income Numerator	Common Shares Denominator	EPS
<b>Basic EPS</b>						
Income Available to Common Stockholders	\$ 2,702	7,188	\$ 0.38	\$ 2,610	7,176	\$ 0.36
<b>Dilutive Effect of Potential Common Stock</b>						
Restricted Stock		10			1	
<b>Diluted EPS</b>						
Income Available to Common Stockholders After Assumed Conversions of Dilutive Securities	\$ 2,702	7,198	\$ 0.38	\$ 2,610	7,177	\$ 0.36

	Six Months Ended June 30, 2007			Six Months Ended June 30, 2006		
	Income Numerator	Common Shares Denominator	EPS	Income Numerator	Common Shares Denominator	EPS
<b>Basic EPS</b>						
Income Available to Common Stockholders	\$ 5,176	7,185	\$ 0.72	\$ 4,419	7,173	\$ 0.69
<b>Dilutive Effect of Potential Common Stock</b>						
Restricted Stock		11			2	
<b>Diluted EPS</b>						

Income Available to Common Stockholders												
After Assumed Conversions of Dilutive Securities												
	\$	5,176		7,196	\$	0.72	\$	4,419		7,175	\$	0.69

27

---

Table of Contents

**Part I (Continued)**

Item 2

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Forward-Looking Statements and Factors that Could Affect Future Results**

Certain statements contained in this Quarterly Report that are not statements of historical fact constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the Act), notwithstanding that such statements are not specifically identified. In addition, certain statements may be contained in the Company's future filings with the SEC, in press releases, and in oral and written statements made by or with the approval of the Company that are not statements of historical fact and constitute forward-looking statements within the meaning of the Act. Examples of forward-looking statements include, but are not limited to: (i) projections of revenues, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other financial items; (ii) statements of plans and objectives of Colony Bankcorp, Inc. or its management or Board of Directors, including those relating to products or services; (iii) statements of future economic performance; and (iv) statements of assumptions underlying such statements. Words such as "believes," "anticipates," "expects," "intends," "targeted," and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to:

- Local and regional economic conditions and the impact they may have on the Company and its customers and the Company's assessment of that impact.
- Changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements.
- The effects of and changes in trade, monetary and fiscal policies and laws, including interest rate policies of the Federal Reserve Board.
  - Inflation, interest rate, market and monetary fluctuations.
  - Political instability.
  - Acts of war or terrorism.
- The timely development and acceptance of new products and services and perceived overall value of these products and services by users.
  - Changes in consumer spending, borrowings and savings habits.
  - Technological changes.
  - Acquisitions and integration of acquired businesses.

- The ability to increase market share and control expenses.
- The effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) with which the Company and its subsidiaries must comply.
- The effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Financial Accounting Standards Board and other accounting standard setters.
  - Changes in the Company's organization, compensation and benefit plans.
  - The costs and effects of litigation and of unexpected or adverse outcomes in such litigation.

Table of Contents

**Part I (Continued)**

Item 2 (Continued)

- Greater than expected costs or difficulties related to the integration of new lines of business.
- The Company's success at managing the risks involved in the foregoing items.

Forward-looking statements speak only as of the date on which such statements are made. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events.

**The Company**

Colony Bankcorp, Inc. (Colony) is a bank holding company headquartered in Fitzgerald, Georgia that provides, through its wholly owned subsidiaries (collectively referred to as the Company), a broad array of products and services throughout 18 Georgia markets. The Company offers commercial, consumer and mortgage banking services.

**Application of Critical Accounting Policies and Accounting Estimates**

The accounting and reporting policies of the Company are in accordance with accounting principles generally accepted in the United States of America and conform to general practices within the banking industry. The Company's financial position and results of operations are affected by management's application of accounting policies, including judgments made to arrive at the carrying value of assets and liabilities and amounts reported for revenues, expenses and related disclosures. Different assumptions in the application of these policies could result in material changes in the Company's financial position and/or results of operations. Critical accounting policies are those policies that management believes are the most important to the portrayal of the Company's financial condition and results of operations, and they require management to make estimates that are difficult, subjective or complete.

**Allowance for Loan Losses**— The allowance for loan losses provides coverage for probable losses inherent in the Company's loan portfolio. Management evaluates the adequacy of the allowance for loan losses quarterly based on changes, if any, in underwriting activities, the loan portfolio composition (including product mix and geographic, industry or customer-specific concentrations), trends in loan performance, regulatory guidance and economic factors. This evaluation is inherently subjective, as it requires the use of significant management estimates. Many factors can affect management's estimates of specific and expected losses, including volatility of default probabilities, collateral values, rating migrations, loss severity and economic and political conditions. The allowance is increased through provisions charged to operating earnings and reduced by net charge-offs.

The Company determines the amount of the allowance based on relative risk characteristics of the loan portfolio. The allowance recorded for loans is based on reviews of individual credit relationships and historical loss experience. The allowance for losses relating to impaired loans is based on the loan's observable market price, the discounted cash flows using the loan's effective interest rate, or the value of collateral for collateral dependent loans.

Regardless of the extent of the Company's analysis of customer performance, portfolio trends or risk management processes, certain inherent but undetected losses are probable within the loan portfolio. This is due to several factors, including inherent delays in obtaining information regarding a customer's financial condition or changes in their unique business conditions, the judgmental nature of individual loan evaluations, collateral assessments and the interpretation of economic trends. Volatility of economic or customer-specific conditions affecting the identification and estimation of losses for larger nonhomogeneous credits and the sensitivity of assumptions utilized to establish allowances for homogeneous groups of loans are among other factors. The Company estimates a range of inherent

losses related to the existence of these exposures. The estimates are based upon the Company's evaluation of risk associated with the commercial and consumer levels and the estimated impact of the current economic environment.

**Goodwill and Other Intangibles**— The Company records all assets and liabilities acquired in purchase acquisitions, including goodwill and other intangibles, at fair value as required by SFAS 141. Goodwill is subject, at a minimum, to annual tests for impairment. Other intangible assets are amortized over their estimated useful lives using straight-line and accelerated methods, and are subject to impairment if events or circumstances indicate a possible inability to realize the carrying amount. The initial goodwill and other intangibles recorded and subsequent impairment analysis require management to make subjective judgments concerning estimates of how the acquired asset will perform in the future. Events and factors that may significantly affect the estimates include, among others, customer attrition, changes in revenue growth trends, specific industry conditions and changes in competition.

### **Overview**

The following discussion and analysis presents the more significant factors affecting the Company's financial condition as of June 30, 2007 and December 31, 2006, and results of operations for each of three months and six months in the periods ended June 30, 2007 and 2006. This discussion and analysis should be read in conjunction with the Company's consolidated financial statements, notes thereto and other financial information appearing elsewhere in this report.

Table of Contents**Part I (Continued)**

## Item 2 (Continued)

Taxable-equivalent adjustments are the result of increasing income from tax-free loans and investments by an amount equal to the taxes that would be paid if the income were fully taxable based on a 34 percent federal tax rate, thus making tax-exempt yields comparable to taxable asset yields.

Dollar amounts in tables are stated in thousands, except for per share amounts.

**Results of Operations**

The Company's results of operations are determined by its ability to effectively manage interest income and expense, to minimize loan and investment losses, to generate noninterest income and to control noninterest expense. Since market forces and economic conditions beyond the control of the Company determine interest rates, the ability to generate net interest income is dependent upon the Company's ability to obtain an adequate spread between the rate earned on earning assets and the rate paid on interest-bearing liabilities. Thus, the key performance for net interest income is the interest margin or net yield, which is taxable-equivalent net interest income divided by average earning assets. Net income totaled \$2.70 million, or \$0.38 diluted per common share, in three months ended June 30, 2007 compared to \$2.61 million, or \$0.36 diluted per common share, in three months ended June 30, 2006 and net income totaled \$5.18 million or \$0.72 diluted per common share in six months ended June 30, 2007 compared to \$4.92 million, or \$0.69 diluted per common share in six months ended June 30, 2006.

Selected income statement data, returns on average assets and average equity and dividends per share for the comparable periods were as follows:

	Three Months Ended June 30		Six Months Ended June 30	
	2007	2006	2007	2006
Taxable-equivalent net interest income	\$ 10,916	\$ 10,737	\$ 21,446	\$ 20,726
Taxable-equivalent adjustment	91	57	170	113
Net interest income	10,825	10,680	21,276	20,613
Provision for possible loan losses	914	1,047	1,828	1,969
Noninterest income	2,056	2,018	4,166	3,626
Noninterest expense	7,965	7,599	15,874	14,686
Income before income taxes	4,002	4,052	7,740	7,584
Income Taxes	1,300	1,442	2,564	2,665
Net income	\$ 2,702	\$ 2,610	\$ 5,176	\$ 4,919
Basic per common share:				
Net income	\$ 0.38	\$ 0.36	\$ 0.72	\$ 0.69
Diluted per common share:				
Net income	\$ 0.38	\$ 0.36	\$ 0.72	\$ 0.69
Return on average assets:				
Net income	0.90%	0.90%	0.86%	0.87%



## Return on average equity:

Net income	<b>13.58%</b>	14.80%	<b>13.17%</b>	14.10%
------------	---------------	--------	---------------	--------

Income from operations for three months ended June 30, 2007 increased \$0.092 million, or 3.52 percent, compared to the same period in 2006. The increase was primarily the result of a \$0.145 million increase in net interest income, an increase of \$0.038 million in noninterest income, a decrease of \$0.133 million in provision for possible loan losses and a decrease of \$0.142 million in income taxes. This was offset by an increase of \$0.366 million in noninterest expense.

Table of Contents

**Part I (Continued)**

Item 2 (Continued)

Income from operations for six months ended June 30, 2007 increased \$0.257 million, or 5.22 percent, compared to the same period in 2006. The increase was primarily the result of an increase of \$0.663 million in net interest income, an increase of \$0.540 in noninterest income, a decrease of \$0.141 million in provision for possible loan losses and a decrease of \$0.101 million in income taxes. This was offset by an increase of \$1.188 million in noninterest expense.

Details of the changes in the various components of net income are further discussed below.

**Net Interest Income**

Net interest income is the difference between interest income on earning assets, such as loans and securities, and interest expense on liabilities, such as deposits and borrowings, which are used to fund those assets. Net interest income is the Company's largest source of revenue, representing 43.37 percent of total revenue for six months ended June 30, 2007 and 48.15 percent for the same period a year ago.

Net interest margin is the taxable-equivalent net interest income as a percentage of average earning assets for the period. The level of interest rates and the volume and mix of earning assets and interest-bearing liabilities impact net interest income and net interest margin.

The Federal Reserve Board influences the general market rates of interest, including the deposit and loan rates offered by many financial institutions. The Company's loan portfolio is significantly affected by changes in the prime interest rate. The prime interest rate, which is the rate offered on loans to borrowers with strong credit, began 2001 at 9.50 percent and decreased 475 basis points during 2001 to end the year at 4.75 percent. During 2002, the prime rate decreased 50 basis points to end the year at 4.25 percent. During 2003, the prime rate decreased 25 basis points to end the year at 4.00 percent. During 2004, the prime rate increased 125 basis points to end the year at 5.25 percent and during 2005, the prime rate increased 200 basis points to end the year at 7.25 percent. During 2006, the prime rate increased 100 basis points to end the year at 8.25 percent. The federal funds rate moved similar to prime rate with interest rates of 1.75 percent, 1.25 percent, 1.00 percent, 2.25 percent and 4.25 percent, respectively, as of year-end 2001, 2002, 2003, 2004 and 2005. During 2006, the federal funds rate increased 100 basis points to end the year at 5.25 percent. It is anticipated that the Federal Reserve will move toward a neutral to interest rate easing stance during the balance of 2007. No rate changes have occurred since June 2006.

The following table presents the changes in taxable-equivalent net interest income and identifies the changes due to differences in the average volume of earning assets and interest-bearing liabilities and the changes due to changes in the average interest rate on those assets and liabilities. The changes in net interest income due to changes in both average volume and average interest rate have been allocated to the average volume change or the average interest rate change in proportion to the absolute amounts of the change in each. The Company's consolidated average balance sheets along with an analysis of taxable-equivalent net interest earnings are presented in the Quantitative and Qualitative Disclosures About Market Risk included elsewhere in this report.

Table of Contents**Part I (Continued)**

## Item 2 (Continued)

**Rate/Volume Analysis**

The rate/volume analysis presented hereafter illustrates the change from June 30, 2006 to June 30, 2007 for each component of the taxable equivalent net interest income separated into the amount generated through volume changes and the amount generated by changes in the yields/rates.

<u>(\$ in thousands)</u>	Changes from June 30, 2006 to June 30, 2007		
	Volume	(1) Rate	Total
<b>Interest Income</b>			
Loans, Net-taxable	\$ 1,765	\$ 3,027	\$ 4,792
<b>Investment Securities</b>			
Taxable	449	373	822
Tax-exempt	141	1	142
Total Investment Securities	590	374	964
Interest-Bearing Deposits in other Banks	9	12	21
Federal Funds Sold	(134)	105	(29)
Other Interest - Earning Assets	(5)	26	21
Total Interest Income	2,225	3,544	5,769
<b>Interest Expense</b>			
Interest-Bearing Demand and Savings Deposits	(13)	300	287
Time Deposits	1,301	3,516	4,817
Federal Funds Purchased	17	4	21
Subordinated Debentures	151	(16)	135
Other Borrowed Money	(238)	27	(211)
Total Interest Expense	1,218	3,831	5,049
Net Interest Income	\$ 1,007	\$ (287)	\$ 720

(1) Changes in net interest income for the periods, based on either changes in average balances or changes in average rates for interest-earning assets and interest-bearing liabilities, are shown on this table. During each year, there are numerous and simultaneous balance and rate changes; therefore, it is not possible to precisely allocate the changes between balances and rates. For the purpose of this table, changes that are not exclusively due to balance changes or rate changes have been attributed to rates.

Our financial performance is impacted by, among other factors, interest rate risk and credit risk. We do not utilize derivatives to mitigate our interest rate or credit risk, relying instead on an extensive loan review process and our allowance for loan losses.

Interest rate risk is the change in value due to changes in interest rates. The Company is exposed only to U.S. dollar interest rate changes and accordingly, the Company manages exposure by considering the possible changes in the net interest margin. The Company does not have any trading instruments nor does it classify any portion of its investment portfolio as held for trading. The Company does not engage in any hedging activity or utilize any derivatives. The Company has no exposure to foreign currency exchange rate risk, commodity price risk and other market risks. This risk is addressed by our Asset & Liability Management Committee (“ALCO”) which includes senior management representatives. The ALCO monitors interest rate risk by analyzing the potential impact of alternative strategies or changes in balance sheet structure.

Table of Contents**Part I (Continued)**

## Item 2 (Continued)

Interest rates play a major part in the net interest income of financial institutions. The repricing of interest earning assets and interest-bearing liabilities can influence the changes in net interest income. The timing of repriced assets and liabilities is Gap management and our Company has established its policy to maintain a Gap ratio in the one-year time horizon of 0.80 to 1.20.

Our exposure to interest rate risk is reviewed on at least a semiannual basis by our Board of Directors and the ALCO. Interest rate risk exposure is measured using interest rate sensitivity analysis to determine our change in net portfolio value in the event of assumed changes in interest rates, in order to reduce the exposure to interest rate fluctuations, we have implemented strategies to more closely match our balance sheet composition. We are generally focusing our investment activities on securities with terms or average lives in the 2-7 year range.

The Company maintains about 39.7 percent of its loan portfolio in adjustable rate loans that reprice with prime rate changes, while the bulk of its other loans mature within 3 years. The liabilities to fund assets are primarily in short term certificate of deposits that mature within one year. This balance sheet composition has allowed the Company to be relatively constant with its net interest margin the past several years, though the unprecedented 475 basis point decrease by U.S. Federal Reserve in 2001, 50 basis point decrease in 2002 and 25 basis point decrease in 2003 resulted in significant net interest margin pressure. During 2004 and 2005, interest rates increased 125 basis points and 200 basis points respectively, while another 100 basis point increase occurred during 2006. These increases have resulted in stable net interest margins. Net interest margin decreased to 3.78 percent for six months ended June 30, 2007 compared to 3.87 percent for the same period a year ago. We anticipate margin compression for 2007 given the Federal Reserve's present interest rate forecast of neutral to easing for the balance of 2007.

Taxable-equivalent net interest income for six months ended June 30, 2007 increased \$0.72 million, or 3.47 percent compared to the same period a year ago. The fluctuation between the comparable periods resulted from the positive impact of growth in the average volume of earning assets that was partially offset by the negative impact of increasing average interest rates. The average volume of earning assets during six months ended June 30, 2007 increased almost \$65.9 million compared to the same period a year ago while over the same period the net interest margin decreased by 9 basis points from 3.87 percent to 3.78 percent. Growth in average earning assets during 2007 and 2006 was primarily in loans. The decrease in the net interest margin in 2007 was primarily the result of the general increase in market interest rates and the inverted yield curve.

The average volume of loans increased \$44.4 million in six months ended June 30, 2007 compared to the same period a year ago. The average yield on loans increased 65 basis points in six months ended June 30, 2007 compared to the same period a year ago. Funding for this growth was primarily provided by deposit growth. The average volume of deposits increased \$62.9 million in six months ended June 30, 2007 compared to the same period a year ago. Interest-bearing deposits made up 96.1 percent of the growth in average deposits in six months ended June 30, 2007. Accordingly, the ratio of average interest-bearing deposits to total average deposits was 92.6 percent in six months ended June 30, 2007 compared to 92.4 percent in the same period a year ago. This deposit mix, combined with a general increase in market rates, had the effect of (i) increasing the average cost of total deposits by 79 basis points in six months ended June 30, 2007 compared to the same period a year ago and, (ii) mitigating a portion of the impact of increasing yields on earning assets.

The Company's net interest spread, which represents the difference between the average rate earned on earning assets and the average rate paid on interest-bearing liabilities, was 3.38 percent in six months ended June 30, 2007 compared to 3.57 percent in the same period a year ago. The net interest spread, as well as the net interest margin, will be impacted by future changes in short-term and long-term interest rate levels, as well as the impact from the competitive

environment. A discussion of the effects of changing interest rates on net interest income is set forth in Quantitative and Qualitative Disclosures About Market Risk included elsewhere in this report.

**Provision for Loan Losses**

The provision for loan losses is determined by management as the amount to be added to the allowance for loan losses after net charge-offs have been deducted to bring the allowance to a level which, in management's best estimate, is necessary to absorb probable losses within the existing loan portfolio. The provision for loan losses totaled \$1.83 million in six months ended June 30, 2007 compared to \$1.97 million in the same period a year ago. See the section captioned "Allowance for Loan Losses" elsewhere in this discussion for further analysis of the provision for loan losses.

Table of Contents**Part I (Continued)**

## Item 2 (Continued)

**NonInterest Income**

The components of noninterest income were as follows:

	Three Months Ended		Six Months Ended	
	June 30		June 30	
	2007	2006	2007	2006
Service Charges on Deposit Accounts	\$ 1,214	\$ 1,155	\$ 2,332	\$ 2,187
Other Charges, Commissions and Fees	239	203	485	418
Other	315	447	625	685
Mortgage Fee Income	286	213	538	336
Securities Gains	2	--	186	--
<b>Total</b>	<b>\$ 2,056</b>	<b>\$ 2,018</b>	<b>\$ 4,166</b>	<b>\$ 3,626</b>

Total noninterest income for three months ended June 30, 2007 increased \$38 thousand, or 1.88 percent compared to the same period a year ago. Total noninterest income for six months ended June 30, 2007 increased \$540 thousand, or 14.89 percent, compared to the same year ago period. Growth in both periods was primarily in service charges on deposit accounts, mortgage fee income and securities gains. Changes in these items and the other components of noninterest income are discussed in more detail below.

*Service Charges on Deposit Accounts.* Service charges on deposit accounts for three months ended June 30, 2007 increased \$59 thousand, or 5.11 percent, compared to the same period a year ago. Service charges on deposit accounts for the six months ended June 30, 2007 increased \$145 thousand, or 6.63 percent, compared to the same year ago period. The increase was primarily due to an increase in overdraft fees, which was mostly related to consumer and commercial checking accounts.

*Mortgage Fee Income.* Mortgage fee income for three months ended June 30, 2007 increased \$73 thousand, or 34.27 percent, compared to the same period year ago. Mortgage fee income for six months ended June 30, 2007 increased \$202 thousand, or 60.12 percent, compared to the same year ago period. The company anticipates fee income to continue to show an increase over the previous year due to the Company's focus on generating mortgage fee income.

*All Other Noninterest Income.* Other charges, commissions and fees and other income for three months ended June 30, 2007 decreased \$96 thousand, or 14.77 percent, compared to the same period a year ago. The significant decrease was premiums on the sale of SBA loans which decreased to \$55 thousand for three months ended June 30, 2007 from \$185 thousand for the same year ago period. Other charges, commissions and fees and other income for six months ended June 30, 2007 increased \$7 thousand, or 0.63 percent, compared to the same year ago period. Significant changes included a decrease in premiums on the sale of SBA loans which decreased to \$122 thousand from \$260 thousand in six months ended June 30, 2006, an increase in the gain realized from unwinding FHLB advances of \$59 thousand from no gain in six months ended June 30, 2006 and proceeds realized from life insurance death benefit claim of \$82 thousand compared to no benefit in six months ended June 30, 2006.

*Securities Gains.* The Company realized gains from the sale of securities of \$2 thousand in second quarter 2007 and \$184 thousand in first quarter 2007. The Company was able to reposition its balance sheet to realize higher yields on the investment securities that were sold.

**Noninterest Expense**

The components of noninterest expense were as follows:

	<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
Salaries and Employee Benefits	\$ 4,687	\$ 4,247	\$ 9,229	\$ 8,326
Occupancy and Equipment	1,010	1,003	2,011	1,988
Other	2,268	2,349	4,634	4,372
<b>Total</b>	<b>\$ 7,965</b>	<b>\$ 7,599</b>	<b>\$ 15,874</b>	<b>\$ 14,686</b>

34

---



Table of Contents**Part I (Continued)**

## Item 2 (Continued)

Total noninterest expense for three months ended June 30, 2007 increased \$366 thousand, or 4.82 percent, compared to the same period a year ago. Total noninterest expense for six months ended June 30, 2007 increased \$1.19 million, or 8.09 percent, compared to the same period a year ago. These items and the changes in the various components of noninterest expense are discussed in more detail below.

*Salaries and Employee Benefits.* Salaries and employee benefits expense for three months ended June 30, 2007 increased \$440 thousand, or 10.36 percent, compared to the same period a year ago. Salaries and employee benefits expense for the six months ended June 30, 2007 increased \$903 thousand, or 10.85 percent, compared to the same year ago period. The increase is primarily related to increases in headcount as a result of new offices with the Company's denovo branch expansions. Merit increases, increased insurance premiums and additional staffing for back office support also added to the increased personnel expense.

*Occupancy and Equipment.* Occupancy and equipment expense has remained relatively flat in both periods with an increase of \$7 thousand for three months ended June 30, 2007 compared to the same year ago period and an increase of \$23 thousand for six months ended June 30, 2007 compared to the same year ago period.

*All Other Non-Interest Expense.* All other noninterest expense for three months ended June 30, 2007 decreased \$81 thousand, or 3.45 percent compared to the same year ago period. One significant item during the quarter was reversal of \$50 thousand for a reserve set up in 2006 for other losses involving a counterfeit check. The Company's legal counsel, upon research, has taken the position that the counterfeit check was not returned in a timely manner by the sending bank and thus no exposure to the Company. All other noninterest expense for six months ended June 30, 2007 increased \$262 thousand, or 5.99 percent compared to the same year ago period. This increase is primarily attributable to amortization of trust preferred securities placement fees increasing to \$191 thousand for six months ended June 30, 2007 compared to \$16 thousand in the same year ago period and one-time reserve of \$100 thousand for deferred compensation benefits due beneficiaries upon the death of an emeritus director. Unamortized loan placement fees on \$9 million trust preferred securities refinanced accounted for the increased amortization expense while the reserve established reflects the net present value of funds due beneficiaries with the deferred compensation plan at one of the subsidiaries.

**Sources and Uses of Funds**

The following table illustrates, during the years presented, the mix of the Company's funding sources and the assets in which those funds are invested as a percentage of the Company's average total assets for the period indicated. Average assets totaled \$1.199 billion in six months ended June 30, 2007 compared to \$1.133 billion in six months ended June 30, 2006.

Source of Funds:	Six Months Ended			
	2007		June 30, 2006	
Deposits:				
Noninterest-Bearing	\$ 76,053	6.35%	\$ 73,622	6.50%
Interest-Bearing	950,182	79.26	889,683	78.52
Federal Funds Purchased	1,413	0.12	685	0.06
Long-term Debt and Other				
Borrowings	84,030	7.01	91,183	8.05
Other Noninterest-Bearing Liabilities	8,534	0.71	8,126	0.72

Edgar Filing: COLONY BANKCORP INC - Form 10-Q

Equity Capital	<b>78,580</b>	<b>6.55</b>	69,751	6.15
Total	<b>\$ 1,198,792</b>	<b>100.00%</b>	\$ 1,133,050	100.00%
<b>Uses of Funds:</b>				
Loans	<b>\$ 923,301</b>	<b>77.02%</b>	\$ 880,056	77.67%
Securities	<b>154,674</b>	<b>12.90</b>	127,618	11.26
Federal Funds Sold	<b>37,266</b>	<b>3.11</b>	43,052	3.80
<b>Interest-Bearing Deposits in Other</b>				
Banks	<b>2,867</b>	<b>0.24</b>	2,448	0.22
Other Interest-Earning Assets	<b>5,068</b>	<b>0.42</b>	5,262	0.46
Other Noninterest-Earning Assets	<b>75,616</b>	<b>6.31</b>	74,614	6.59
Total	<b>\$ 1,198,792</b>	<b>100.00%</b>	\$ 1,133,050	100.00%

35

---

Table of Contents**Part I (Continued)**

## Item 2 (Continued)

Deposits continue to be the Company's primary source of funding. Over the comparable periods, the relative mix of deposits continues to be high in interest-bearing deposits. Interest-bearing deposits totaled 92.59 percent of total average deposits in six months ended June 30, 2007 compared to 92.36 percent in the same period a year ago.

The Company primarily invests funds in loans and securities. Loans continue to be the largest component of the Company's mix of invested assets. Total loans were \$953 million at June 30, 2007, up 1.17 percent, compared to loans of \$942 million at December 31, 2006. See additional discussion regarding the Company's loan portfolio in the section captioned "Loans" included elsewhere in this discussion. The majority of funds provided by deposit growth have been invested in loans.

**Loans**

The following table presents the composition of the Company's loan portfolio as of June 30, 2007 and December 31, 2006:

	<b>June 30, 2007</b>	December 31, 2006
Commercial, Financial and Agricultural	\$ 61,612	\$ 61,887
Real Estate		
Construction	215,698	193,952
Mortgage, Farmland	44,167	40,936
Mortgage, Other	535,938	549,601
Consumer	76,143	76,930
Other	19,936	18,967
	<b>953,494</b>	942,273
Unearned Interest and Fees	(441)	(501)
Allowance for Loan Losses	(12,647)	(11,989)
Loans	<b>\$ 940,406</b>	\$ 929,783

The following table presents total loans as of June 30, 2007 according to maturity distribution and/or repricing opportunity on adjustable rate loans:

Maturity and (\$ in  
Repricing Opportunity Thousands)

One Year or Less	\$ 628,036
After One Year through Three Years	263,924
After Three Years through Five Years	49,514
Over Five Years	12,020
	<b>\$ 953,494</b>

*Overview.* Loans totaled \$953 million at June 30, 2007, up 1.17 percent from December 31, 2006 loans of \$942 million. The majority of the Company's loan portfolio is comprised of the real estate loans-other, real estate construction and installment loans to individuals. Real estate-other, which is primarily 1-4 family residential properties and nonfarm nonresidential properties, made up 56.21 percent and 58.33 percent of total loans, real estate construction made up 22.62 percent and 20.58 percent, while installment loans to individuals made up 7.99 percent and 8.16 percent of total loans at June 30, 2007 and December 31, 2006, respectively. Real estate loans-other include both commercial and consumer balances.

*Loan Origination/Risk Management.* In accordance with the Company's decentralized banking model, loan decisions are made at the local bank level. The Company utilizes a Central Credit Committee to assist lenders with the decision making and underwriting process of larger loan requests. Due to the diverse economic markets served by the Company, evaluation and underwriting criterion may vary slightly by bank. Overall, loans are extended after a review of the borrower's repayment ability, collateral adequacy, and overall credit worthiness.

Commercial purpose, commercial real estate, and industrial loans are underwritten similar to other loans throughout the company. The properties securing the Company's commercial real estate portfolio are diverse in terms of type and geographic location. This diversity helps reduce the Company's exposure to adverse economic events that affect any single market or industry. Management monitors and evaluates commercial real estate loans based on collateral, geography, and risk grade criteria. The Company also utilizes information provided by third-party agencies to provide additional insight and guidance about economic conditions and trends affecting the markets it serves.

Table of Contents

**Part I (Continued)**

Item 2 (Continued)

The Company extends loans to builders and developers that are secured by non-owner occupied properties. In such cases, the Company reviews the overall economic conditions and trends for each market to determine the desirability of loans to be extended for residential construction and development. Sources of repayment for these types of loans may be pre-committed permanent loans from approved long-term lenders, sales of developed property or an interim mini-perm loan commitment from the Company until permanent financing is obtained. In some cases, loans are extended for residential loan construction for speculative purposes and are based on the perceived present and future demand for housing in a particular market served by the Company. These loans are monitored by on-site inspections and are considered to have higher risks than other real estate loans due to their ultimate repayment being sensitive to interest rate changes, general economic conditions and trends, the demand for the properties, and the availability of long-term financing.

The Company originates consumer loans at the bank level. Due to the diverse economic markets served by the Company, underwriting criterion may vary slightly by bank. The Company is committed to serving the borrowing needs of all markets served and, in some cases, adjusts certain evaluation methods to meet the overall credit demographics of each market. Consumer loans represent relatively small loan amounts that are spread across many individual borrower's that helps minimize risk. Additionally, consumer trends and outlook reports are reviewed by management on a regular basis.

The Company maintains an independent loan review department that reviews and validates the credit risk program on a periodic basis. Results of these reviews are presented to management. The loan review process complements and reinforces the risk identification and assessment decisions made by lenders and credit personnel, as well as the Company's policies and procedures.

*Commercial, Financial and Agricultural.* Commercial, financial and agricultural loans at June 30, 2007 decreased 0.44 percent from December 31, 2006 to \$62 million. The Company's commercial and industrial loans are a diverse group of loans to small, medium and large businesses. The purpose of these loans varies from supporting seasonal working capital needs to term financing of equipment. While some short-term loans may be made on an unsecured basis, most are secured by the assets being financed with collateral margins that are consistent with the Company's loan policy guidelines.

*Collateral Concentrations.* Lending is concentrated in commercial and real estate loans primarily to local borrowers. The Company has a high concentration of real estate loans; however, these loans are well collateralized and, in management's opinion, do not pose an adverse credit risk. In addition, the balance of the loan portfolio is sufficiently diversified to avoid significant concentration of credit risk. Although the Company has a diversified loan portfolio, a substantial portion of borrower's ability to honor their contracts is dependent upon the viability of the real estate economic sector.

*Large Credit Relationships.* Colony is currently in eighteen counties in middle and south Georgia and include metropolitan markets in Dougherty, Lowndes, Houston, Chatham and Muscogee counties. As a result, the Company originates and maintains large credit relationships with several commercial customers in the ordinary course of business. The Company considers large credit relationships to be those with commitments equal to or in excess of \$5.0 million prior to any portion being sold. Large relationships also include loan participations purchased if the credit relationship with the agent is equal to or in excess of \$5.0 million. In addition to the Company's normal policies and procedures related to the origination of large credits, the Company's Central Credit Committee must approve all new and renewed credit facilities which are part of large credit relationships. The following table provides additional information on the Company's large credit relationships outstanding at period end.

	June 30, 2007				December 31, 2006			
	Number of		Period End Balances		Number of		Period End Balances	
	Relationships	Committed	Outstanding		Relationships	Committed	Outstanding	
Large Credit Relationships:								
\$10 million and greater	\$	2	\$ 25,798	\$ 19,287	\$	2	\$ 25,692	\$ 18,365
\$5 million to \$9.9 million	\$	16	\$ 106,332	\$ 92,983	\$	12	\$ 69,485	\$ 62,914

*Maturities and Sensitivities of Loans to Changes in Interest Rates.* The following table presents the maturity distribution of the Company's loans at June 30, 2007. The table also presents the portion of loans that have fixed interest rates or variable interest rates that fluctuate over the life of the loans in accordance with changes in an interest rate index such as the prime rate.

Table of Contents**Part I (Continued)**

## Item 2 (Continued)

	Due in One Year or Less	After One, but Within Three Years	After Three, but Within Five Years	After Five Years	Total
Loans with fixed interest rates	\$ 255,673	\$ 257,837	\$ 49,514	\$ 12,020	\$ 575,044
Loans with floating interest rates	372,363	6,087	0	0	378,450
<b>Total</b>	<b>\$ 628,036</b>	<b>\$ 263,924</b>	<b>\$ 49,514</b>	<b>\$ 12,020</b>	<b>\$ 953,494</b>

The Company may renew loans at maturity when requested by a customer whose financial strength appears to support such renewal or when such renewal appears to be in the Company's best interest. In such instances, the Company generally requires payment of accrued interest and may adjust the rate of interest, require a principal reduction or modify other terms of the loan at the time of renewal.

**Non-Performing Assets and Potential Problem Loans**

Non-performing assets and accruing past due loans as of June 30, 2007 and December 31, 2006 were as follows:

	<b>June 30, 2007</b>	December 31, 2006
Loans accounted for on nonaccrual	<b>\$ 5,120</b>	\$ 8,069
Loans past due 90 days or more	<b>311</b>	9
Other real estate foreclosed	<b>1,434</b>	970
<b>Total non-performing assets</b>	<b>\$ 6,865</b>	\$ 9,048
Non-performing assets as a percentage of:		
Total loans and foreclosed assets	<b>0.72%</b>	0.96%
Total assets	<b>0.57%</b>	0.75%
Accruing past due loans:		
30-89 days past due	<b>\$ 6,449</b>	\$ 10,593
90 or more days past due	<b>311</b>	9
<b>Total accruing past due loans</b>	<b>\$ 6,760</b>	\$ 10,602

Non-performing assets include non-accrual loans, loans past due 90 days or more, restructured loans and foreclosed real estate. Non-performing assets at June 30, 2007 decreased 24.13 percent from December 31, 2006. Subsequent to June 30, 2007 the Company placed a \$5.7 million commercial real estate loan relationship on non-accrual status. Though this will significantly increase our non-performing assets compared to quarter-end June 30, 2007, the Company's current assessment of the loan relationship lead us to believe that minimal loss exposure exists in the loan. Based on the current appraisal, the loan has a 65 percent loan to value ratio and strong guarantors. Interest on the loan has been paid through June 30, 2007; thus, no reversal of prior period interest will occur.

Generally, loans are placed on non-accrual status if principal or interest payments become 90 days past due and/or management deems the collectibility of the principal and/or interest to be in question, as well as when required by regulatory requirements. Loans to a customer whose financial condition has deteriorated are considered for

non-accrual status whether or not the loan is 90 days or more past due. For consumer loans, collectibility and loss are generally determined before the loan reaches 90 days past due. Accordingly, losses on consumer loans are recorded at the time they are determined. Consumer loans that are 90 days or more past due are generally either in liquidation/payment status or bankruptcy awaiting confirmation of a plan. Once interest accruals are discontinued, accrued but uncollected interest is charged to current year operations. Subsequent receipts on non-accrual loans are recorded as a reduction of principal, and interest income is recorded only after principal recovery is reasonably assured. Classification of a loan as non-accrual does not preclude the ultimate collection of loan principal or interest.

Restructured loans are loans on which, due to deterioration in the borrower's financial condition, the original terms have been modified in favor of the borrower or either principal or interest has been forgiven.

Foreclosed assets represent property acquired as the result of borrower defaults on loans. Foreclosed assets are recorded at the lower of cost or estimated fair value, less estimated selling costs, at the time of foreclosure. Write-downs occurring at foreclosure are charged against the allowance for possible loan losses. On an ongoing basis, properties are appraised as required by market indications and applicable regulations. Write-downs are provided for subsequent declines in value and are included in other non-interest expense along with other expenses related to maintaining the properties.



Table of Contents

**Part I (Continued)**

Item 2 (Continued)

**Allowance for Loan Losses**

The allowance for loan losses is a reserve established through a provision for loan losses charged to expense, which represents management's best estimate of probable losses that have been incurred within the existing portfolio of loans. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio.

The allowance for loan losses includes allowance allocations calculated in accordance with SFAS No. 114, *Accounting by Creditors for Impairment of a Loan*, as amended by SFAS 118, and allowance allocations determined in accordance with SFAS No. 5, *Accounting for Contingencies*. The level of the allowance reflects management's continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions and unidentified losses inherent in the current loan portfolio. Portions of the allowance may be allocated for specific credits; however, the entire allowance is available for any credit that, in management's judgment, should be charged off. While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond the Company's control, including the performance of the Company's loan portfolio, the economy, changes in interest rates and the view of the regulatory authorities toward loan classifications. The company's allowance for loan losses consists of specific valuation allowances established for probable losses on specific loans and historical valuation allowances for other loans with similar risk characteristics.

The allowances established for probable losses on specific loans are based on a regular analysis and evaluation of classified loans. Loans are classified based on an internal credit risk grading process that evaluates, among other things: (i) the obligor's ability to repay; (ii) the underlying collateral, if any; and (iii) the economic environment and industry in which the borrower operates. This analysis is performed at the subsidiary bank level and is reviewed at the parent company level. Once a loan is classified, it is reviewed to determine whether the loan is impaired and, if impaired, a portion of the allowance for possible loan losses is specifically allocated to the loan. Specific valuation allowances are determined after considering the borrower's financial condition, collateral deficiencies, and economic conditions affecting the borrower's industry, among other things.

Historical valuation allowances are calculated from loss factors applied to loans with similar risk characteristics. The loss factors are based on loss ratios for groups of loans with similar risk characteristics. The loss ratios are derived from the proportional relationship between actual loan losses and the total population of loans in the risk category. The historical loss ratios are periodically updated based on actual charge-off experience. The Company's groups of similar loans include similarly risk-graded groups of loans not reviewed for individual impairment.

Management evaluates the adequacy of the allowance for each of these components on a quarterly basis. Peer comparisons, industry comparisons, and regulatory guidelines are also used in the determination of the general valuation allowance.

Loans identified as losses by management, internal loan review, and/or bank examiners are charged-off.

An allocation for loan losses has been made according to the respective amounts deemed necessary to provide for the possibility of incurred losses within the various loan categories. The allocation is based primarily on previous charge-off experience adjusted for changes in experience among each category. Additional amounts are allocated by evaluating the loss potential of individual loans that management has considered impaired. The reserve for loan loss allocation is subjective since it is based on judgment and estimates, and therefore is not necessarily indicative of the

specific amounts or loan categories in which the charge-offs may ultimately occur. The following table shows a comparison of the allocation of the reserve for loan losses for the periods indicated.

	June 30, 2007		December 31, 2006	
	Reserve	%*	Reserve	%*
Commercial, Financial and Agricultural	\$ 3,795	6%	\$ 3,597	7%
Real Estate – Construction	759	23%	719	21%
Real Estate – Farmland	632	5%	599	4%
Real Estate – Other	4,110	56%	3,896	58%
Loans to Individuals	2,529	8%	2,398	8%
All other Loans	822	2%	780	2%
Total	\$ 12,647	100%	\$ 11,989	100%

\* Loan balance in each category expressed as a percentage of total end of period loans.

Table of Contents**Part I (Continued)**

## Item 2 (Continued)

Activity in the allowance for loan losses is presented in the following table. There were no charge-offs or recoveries related to foreign loans during any of the periods presented.

The following table presents an analysis of the Company's loan loss experience for the periods indicated.

<b>(\$ in thousands)</b>	<b>Three Months Ended June 30, 2007</b>	<b>Three Months Ended June 30, 2006</b>
Allowance for Loan Losses at Beginning of Quarter	\$ 12,170	\$ 10,760
<b>Charge-Off</b>		
Commercial, Financial and Agricultural	81	282
Real Estate	208	0
Consumer	155	173
All Other	59	24
	<b>503</b>	479
<b>Recoveries</b>		
Commercial, Financial and Agricultural	3	281
Real Estate	4	4
Consumer	49	46
All Other	10	(2)
	<b>66</b>	330
Net Charge-Offs	<b>437</b>	149
Provision for Loan Losses	<b>914</b>	1,047
Allowance for Loan Losses at End of Quarter	\$ 12,647	\$ 11,658
Ratio of Net Charge-Offs to Average Loans	<b>0.05%</b>	0.02%

The allowance for loan losses is maintained at a level considered appropriate by management, based on estimated probable losses within the existing loan portfolio. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio. The provision for loan losses reflects loan quality trends, including the level of net charge-offs or recoveries, among other factors. The provision for loan losses decreased \$133 thousand from \$1,047 thousand in three months ended June 30, 2006 to \$914 thousand in three months ended June 30, 2007.

Net charge-offs in three months ended June 30, 2007 increased \$288 thousand compared to the same period a year ago. Net charge-offs of 0.05 percent for second quarter 2007 that annualizes to 0.20 percent is slightly below our net charge-off ratio for the past several years. We anticipate annual net charge-offs to be in the 0.25 to 0.30 percent range for 2007.

Management believes the level of the allowance for loan losses was adequate as of June 30, 2007. Should any of the factors considered by management in evaluating the adequacy of the allowance for loan losses change, the Company's estimate of probable loan losses could also change, which could affect the level of future provisions for loan losses.

Table of Contents**Part I (Continued)**

## Item 2 (Continued)

The following table presents an analysis of the Company's loan loss experience for the periods indicated.

<b><u>(\$ in thousands)</u></b>	<b>Six Months Ended June 30, 2007</b>	<b>Six Months Ended June 30, 2006</b>
Allowance for Loan Losses at Beginning of Quarter	\$ 11,989	\$ 10,762
<b>Charge-Off</b>		
Commercial, Financial and Agricultural	525	832
Real Estate	658	321
Consumer	196	227
All Other	106	163
	<b>1,485</b>	<b>1,543</b>
<b>Recoveries</b>		
Commercial, Financial and Agricultural	22	380
Real Estate	205	16
Consumer	71	68
All Other	17	6
	<b>315</b>	<b>470</b>
Net Charge-Offs	<b>1,170</b>	1,073
Provision for Loan Losses	<b>1,828</b>	1,969
Allowance for Loan Losses at End of Quarter	\$ 12,647	\$ 11,658
Ratio of Net Charge-Offs to Average Loans	<b>0.13%</b>	0.12%

The allowance for loan losses is maintained at a level considered appropriate by management, based on estimated probable losses within the existing loan portfolio. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio. The provision for loan losses reflects loan quality trends, including the level of net charge-offs or recoveries, among other factors. The provision for loan losses decreased \$141 thousand from \$1,969 thousand in six months ended June 30, 2006 to \$1,828 thousand in six months ended June 30, 2007. Provisions decreased during first half of 2007 primarily due to our flat loan volume.

Net charge-offs in six months ended June 30, 2007 increased \$97 thousand compared to the same period a year ago. Net charge-offs of 0.13 percent for first half of 2007 that annualizes to 0.26 percent is slightly below our net charge-off ratio for the past several years. We anticipate annual net charge-offs to be in the 0.25 to 0.30 percent range for 2007.

Management believes the level of the allowance for loan losses was adequate as of June 30, 2007. Should any of the factors considered by management in evaluating the adequacy of the allowance for loan losses change, the Company's estimate of probable loan losses could also change, which could affect the level of future provisions for loan losses.



Table of Contents**Part I (Continued)**

## Item 2 (Continued)

**Investment Portfolio**

The following table presents carrying values of investment securities held by the Company as of June 30, 2007 and December 31, 2006.

<b><u>(\$ in thousands)</u></b>	<b>June 30, 2007</b>	<b>December 31, 2006</b>
U.S. Government Agencies	\$ 52,983	\$ 54,366
State, County and Municipal	13,520	11,811
Corporate Obligations	3,718	3,745
Marketable Equity Securities	2	349
Asset-Backed Securities	1,000	---
<b>Investment Securities</b>	<b>71,223</b>	<b>70,271</b>
<b>Mortgage Backed Securities</b>	<b>84,149</b>	<b>79,036</b>
<b>Total Investment Securities and Mortgage Backed Securities</b>	<b>\$ 155,372</b>	<b>\$ 149,307</b>

The following table represents maturities and weighted-average yields of investment securities held by the Company as of June 30, 2007. (Mortgage backed securities are based on the average life at the projected speed, while Agencies and State and Political subdivisions reflect anticipated calls being exercised.)

	<b>Within 1 Year</b>		<b>After 1 Year But Within 5 Years</b>		<b>After 5 Years But Within 10 Years</b>		<b>After 10 Years</b>	
	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>	<b>Amount</b>	<b>Yield</b>
U. S. Government Agencies	\$ 10,159	3.78%	\$ 40,877	4.72%	\$ 1,947	5.77%	\$ --	--%
Mortgage Backed Securities	10,476	4.07	54,848	4.67	18,825	5.48	--	--
State, County and Municipal	4,289	4.43	6,715	4.84	2,516	6.13	--	--
C o r p o r a t e Obligations	1,556	6.96	439	3.99	952	5.67%	771	9.07%
Marketable Securities	--	--	--	--	--	--	2	--
A s s e t - B a c k e d Securities	--	--	1,000	6.32	--	--	--	--
<b>Total Investment Portfolio</b>	<b>\$ 26,480</b>	<b>4.19%</b>	<b>\$ 103,879</b>	<b>4.71%</b>	<b>\$ 24,240</b>	<b>5.58%</b>	<b>\$ 773</b>	<b>9.07%</b>

Securities are classified as held to maturity and carried at amortized cost when management has the positive intent and ability to hold them to maturity. Securities are classified as available for sale when they might be sold before maturity. Securities available for sale are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income. The Company has 99.9 percent of its portfolio classified as available for sale.

At June 30, 2007, there were no holdings of any one issuer, other than the U.S. government and its agencies, in an amount greater than 10 percent of the Company's shareholders' equity.

The average yield of the securities portfolio was 4.69 percent in six months ended June 30, 2007 compared to 4.17 percent in the same period a year ago. The increase in the average yield over the comparable periods primarily resulted from the higher interest rate environment.



Table of Contents**Part I (Continued)**

## Item 2 (Continued)

**Deposits**

The following table presents the average amount outstanding and the average rate paid on deposits by the Company for the three month periods ended June 30, 2007 and June 30, 2006.

(\$ in thousands)	June 30, 2007		June 30, 2006	
	Average Amount	Average Rate	Average Amount	Average Rate
Noninterest-Bearing Demand Deposits	\$ 76,053		\$ 73,622	
Interest-Bearing Demand and Savings Deposits	213,112	2.13%	214,560	1.85%
Time Deposits	737,070	5.16%	675,123	4.20%
<b>Total Deposits</b>	<b>\$ 1,026,235</b>	<b>4.15%</b>	<b>\$ 963,305</b>	<b>3.36%</b>

The following table presents the maturities of the Company's time deposits as of June 30, 2007.

(\$ in thousands)	Time Deposits \$100,000 or Greater	Time Deposits Less Than \$100,000	Total
Months to Maturity			
3 or Less	\$ 111,042	\$ 92,674	\$ 203,716
Over 3 through 12 Months	205,327	243,708	449,035
Over 12 Months through 36 Months	18,885	27,739	46,624
Over 36 Months	14,104	12,038	26,142
	\$ 349,358	\$ 376,159	\$ 725,517

Average deposits increased \$63 million to \$1,026 million at June 30, 2007 from \$963 million at June 30, 2006. The increase included \$2.4 million, or 3.81 percent, related to noninterest-bearing deposits. Accordingly the ratio of average noninterest-bearing deposits to total average deposits was 7.41 percent for six months ended June 30, 2007 compared to 7.64 percent for six months ended June 30, 2006. The general increase in market rates, had the effect of (i) increasing the average cost of total deposits by 79 basis points in six months ended June 30, 2007 compared to the same period a year ago; and (ii) mitigating a portion of the impact of increasing yields on earning assets.

Total average interest-bearing deposits increased \$60.5 million, or 6.80 percent in six months ended June 30, 2007 compared to the same period a year ago. The growth in average deposits at June 30, 2007 compared to June 30, 2006 was primarily in money market deposit accounts and savings and interest-on-checking accounts and other time accounts. With the current interest rate environment, it appears that many customers are more inclined to invest their funds for extended periods and are choosing to maintain such funds in time accounts.

**Off-Balance-Sheet Arrangements, Commitments, Guarantees, and Contractual Obligations**

The following table summarizes the Company's contractual obligations and other commitments to make future payments as of

June 30, 2007. Payments for borrowings do not include interest. Payments related to leases are based on actual payments specified in the underlying contracts. Loan commitments and standby letters of credit are presented at contractual amounts; however, since many of these commitments are expected to expire unused or only partially used, the total amounts of these commitments do not necessarily reflect future cash requirements.

43

---

Table of Contents**Part I (Continued)**

## Item 2 (Continued)

	Payments Due by Period				
	1 Year or Less	More than 1 Year but Less Than 3 Years	3 Years or More but Less Than 5 Years	5 Years or More	Total
<b>Contractual obligations:</b>					
Subordinated debentures	\$ ----	\$ ----	\$ ----	\$ 24,229	\$ 24,229
Federal Home Loan Bank advances	7,500	4,000	36,000	22,000	69,500
Operating leases	138	207	190	102	637
Deposits with stated maturity dates	652,751	46,624	26,129	13	725,517
	660,389	50,831	62,319	46,344	819,883
<b>Other commitments:</b>					
Loan commitments	111,273	----	----	----	111,273
Standby letters of credit	4,212	----	----	----	4,212
Construction contracts	1,967	----	----	----	1,967
	117,452	----	----	----	117,452
<b>Total contractual obligations and Other commitments</b>	<b>\$ 777,841</b>	<b>\$ 50,831</b>	<b>\$ 62,319</b>	<b>\$ 46,344</b>	<b>\$ 937,335</b>

In the ordinary course of business, the Company enters into off-balance sheet financial instruments which are not reflected in the consolidated financial statements. These instruments include commitments to extend credit, standby letters of credit, performance letters of credit, guarantees and liability for assets held in trust. Such financial instruments are recorded in the financial statements when funds are disbursed or the instruments become payable. The Company uses the same credit policies for these off-balance sheet financial instruments as they do for instruments that are recorded in the consolidated financial statements.

*Loan Commitments.* The Company enters into contractual commitments to extend credit, normally with fixed expiration dates or termination clauses, at specified rates and for specific purposes. Substantially all of the Company's commitments to extend credit are contingent upon customers maintaining specific credit standards at the time of loan funding. The Company minimizes its exposure to loss under these commitments by subjecting them to credit approval and monitoring procedures. Management assesses the credit risk associated with certain commitments to extend credit in determining the level of the allowance for possible loan losses. Loan commitments outstanding at June 30, 2007 are included in the table above.

*Standby Letters of Credit.* Letters of credit are written conditional commitments issued by the Company to guarantee the performance of a customer to a third party. In the event the customer does not perform in accordance with the terms of the agreement with the third party, the Company would be required to fund the commitment. The maximum potential amount of future payments the Company could be required to make is represented by the contractual amount of the commitment. If the commitment is funded, the Company would be entitled to seek recovery from the customer.

The Company's policies generally require that standby letters of credit arrangements contain security and debt covenants similar to those contained in loan agreements. Standby letters of credit outstanding at June 30, 2007 are included in the table above.

### **Capital and Liquidity**

At June 30, 2007, stockholders' equity totaled \$79.86 million compared to \$76.61 million at December 31, 2006. In addition to net income of \$5.18 million, other significant changes in stockholders' equity during six months ended June 30, 2007 included \$1.28 million of dividends paid, reduction of retained earnings of \$0.25 million for change in accounting principle – Fin 48 and an increase of \$0.122 million resulting from the amortization of the stock grant plan. The accumulated other comprehensive income (loss) component of stockholders' equity totaled \$(1,505) thousand at June 30, 2007 compared to \$(975) thousand at December 31, 2006. This fluctuation was mostly related to the after-tax effect of changes in the fair value of securities available for sale. Under regulatory requirements, the unrealized gain or loss on securities available for sale does not increase or reduce regulatory capital and is not included in the calculation of risk-based capital and leverage ratios. Regulatory agencies for banks and bank holding companies utilize capital guidelines designed to measure Tier 1 and total capital and take into consideration the risk inherent in both on-balance sheet and off-balance sheet items. Tier 1 capital consists of common stock and qualifying preferred stockholders' equity less goodwill. Tier 2 capital consists of certain convertible, subordinated and other qualifying debt and the allowance for loan losses up to 1.25 percent of risk-weighted assets. The Company has no Tier 2 capital other than the allowance for loan losses and gain on marketable equity securities.

Table of Contents

**Part I (Continued)**

Item 2 (Continued)

Using the capital requirements presently in effect, the Tier 1 ratio as of June 30, 2007 was 10.51 percent and total Tier 1 and 2 risk-based capital was 11.76 percent. Both of these measures compare favorably with the regulatory minimum of 4 percent for Tier 1 and 8 percent for total risk-based capital. The Company's Tier 1 leverage ratio as of June 30, 2007 was 8.57 percent, which exceeds the required ratio standard of 4 percent.

For six months ended June 30, 2007, average capital was \$78.6 million, representing 6.55 percent of average assets for the year. This compares to 6.16 percent for six months ended June 30, 2006 and 6.20 percent for calendar year 2006.

The Company paid cash dividends of \$0.1775 per common share during the first half of 2007, and a cash dividend of \$0.1575 per common share during the first half of 2006, respectively. This equates to a dividend payout ratio of 24.65 percent for first half 2007 compared to 22.83 percent for the same period a year ago.

The Company, primarily through the actions of its subsidiary banks, engages in liquidity management to ensure adequate cash flow for deposit withdrawals, credit commitments and repayments of borrowed funds. Needs are met through loan repayments, net interest and fee income and the sale or maturity of existing assets. In addition, liquidity is continuously provided through the acquisition of new deposits, the renewal of maturing deposits and external borrowings.

Management monitors deposit flow and evaluates alternate pricing structures to retain and grow deposits. To the extent needed to fund loan demand, traditional local deposit funding sources are supplemented by the use of FHLB borrowings, brokered deposits and other wholesale deposit sources outside the immediate market area. Internal policies have been updated to monitor the use of various core and non-core funding sources, and to balance ready access with risk and cost. Through various asset/liability management strategies, a balance is maintained among goals of liquidity, safety and earnings potential. Internal policies that are consistent with regulatory liquidity guidelines are monitored and enforced by the banks.

The investment portfolio provides a ready means to raise cash if liquidity needs arise. As of June 30 2007, the Company held \$155 million in bonds (excluding FHLB stock), at current market value in the available for sale portfolio. At December 31, 2006, the available for sale bond portfolio totaled \$149 million. Only marketable investment grade bonds are purchased. Although most of the banks' bond portfolios are encumbered as pledges to secure various public funds deposits, repurchase agreements, and for other purposes, management can restructure and free up investment securities for a sale if required to meet liquidity needs.

Management continually monitors the relationship of loans to deposits as it primarily determines the Company's liquidity posture. Colony had ratios of loans to deposits of 93.3 percent as of June 30, 2007 and 90.3 percent at December 31, 2006. Management employs alternative funding sources when deposit balances will not meet loan demands. The ratios of loans to all funding sources (excluding Subordinated Debentures) at June 30, 2007 and December 31, 2006 were 87.3 percent and 85.2 percent, respectively. Management continues to emphasize programs to generate local core deposits as our Company's primary funding sources. The stability of the banks' core deposit base is an important factor in Colony's liquidity position. A heavy percentage of the deposit base is comprised of accounts of individuals and small business with comprehensive banking relationships and limited volatility. At June 30, 2007 and December 31, 2006, the banks had \$349.4 million and \$366 million in certificates of deposit of \$100,000 or more. These larger deposits represented 34.19 percent and 35.11 percent of respective total deposits. Management seeks to monitor and control the use of these larger certificates, which tend to be more volatile in nature, to ensure an adequate supply of funds as needed. Relative interest costs to attract local core relationships are compared to market rates of interest on various external deposit sources to help minimize the Company's overall cost of funds.

Local market deposit sources proved insufficient to fund the strong loan growth trends at Colony over the past several years. The Company supplemented deposit sources with brokered deposits. As of June 30, 2007, the Company had \$61.1 million, or 5.98 percent of total deposits, in brokered certificates of deposit attracted by external third parties. Additionally, the banks use external wholesale or Internet services to obtain out-of-market certificates of deposit at competitive interest rates when funding is needed.

To plan for contingent sources of funding not satisfied by both local and out-of-market deposit balances, Colony and its subsidiaries have established multiple borrowing sources to augment their funds management. The Company has borrowing capacity through membership of the Federal Home Loan Bank program. The banks have also established overnight borrowing for Federal Funds Purchased through various correspondent banks. Management believes the various funding sources discussed above are adequate to meet the Company's liquidity needs in the future without any material adverse impact on operating results.

Liquidity measures the ability to meet current and future cash flow needs as they become due. The liquidity of a financial institution reflects its ability to meet loan requests, to accommodate possible outflows in deposits and to take advantage of interest rate market opportunities. The ability of a financial institution to meet its current financial obligations is a function of balance sheet structure, the ability to liquidate assets, and the availability of alternative sources of funds. The Company seeks to ensure its funding needs are met by maintaining a level of liquid funds through asset/liability management.

Table of Contents

**Part I (Continued)**

Item 2 (Continued)

Asset liquidity is provided by liquid assets which are readily marketable or pledgeable or which will mature in the near future. Liquid assets include cash, interest-bearing deposits in banks, securities available for sale, maturities and cash flow from securities held to maturity, and federal funds sold and securities purchased under resale agreements.

Liability liquidity is provided by access to funding sources which include core deposits. Should the need arise; the Company also maintains relationships with the Federal Home Loan Bank and several correspondent banks that can provide funds on short notice. Since Colony is a holding company and does not conduct operations, its primary sources of liquidity are dividends up streamed from subsidiary banks and borrowings from outside sources.

The liquidity position of the Company is continuously monitored and adjustments are made to the balance between sources and uses of funds as deemed appropriate. Management is not aware of any events that are reasonably likely to have a material adverse effect on the Company's liquidity, capital resources or operations. In addition, management is not aware of any regulatory recommendations regarding liquidity, which if implemented, would have a material adverse effect on the Company.

**Impact of Inflation and Changing Prices**

The Company's financial statements included herein have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). GAAP presently requires the Company to measure financial position and operating results primarily in terms of historic dollars. Changes in the relative value of money due to inflation or recession are generally not considered. The primary effect of inflation on the operations of the Company is reflected in increased operating costs. In management's opinion, changes in interest rates affect the financial condition of a financial institution to a far greater degree than changes in the inflation rate. While interest rates are greatly influenced by changes in the inflation rate, they do not necessarily change at the same rate or in the same magnitude as the inflation rate. Interest rates are highly sensitive to many factors that are beyond the control of the Company, including changes in the expected rate of inflation, the influence of general and local economic conditions and the monetary and fiscal policies of the United States government, its agencies and various other governmental regulatory authorities, among other things, as further discussed in the next section.

**Regulatory and Economic Policies**

The Company's business and earnings are affected by general and local economic conditions and by the monetary and fiscal policies of the United States government, its agencies and various other governmental regulatory authorities, among other things. The Federal Reserve Board regulates the supply of money in order to influence general economic conditions. Among the instruments of monetary policy available to the Federal Reserve Board are (i) conducting open market operations in United States government obligations, (ii) changing the discount rate on financial institution borrowings, (iii) imposing or changing reserve requirements against financial institution deposits, and (iv) restricting certain borrowings and imposing or changing reserve requirements against certain borrowing by financial institutions and their affiliates. These methods are used in varying degrees and combinations to affect directly the availability of bank loans and deposits, as well as the interest rates charged on loans and paid on deposits. For that reason alone, the policies of the Federal Reserve Board have a material effect on the earnings of the Company.

Governmental policies have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future; however, the Company cannot accurately predict the nature, timing or extent of any effect such policies may have on its future business and earnings.

**Recently Issued Accounting Pronouncements**

See Note 1 – Summary of Significant Accounting Policies, under the section headed Changes in Accounting Principles and Effects of New Accounting Pronouncements included in the Notes to Consolidated Financial Statements.

46

---



Table of Contents**Part I (Continued)**

## Item 2 (Continued)

**Return on Assets and Stockholders' Equity**

The following table presents selected financial ratios for each of the periods indicated.

	Three Months Ended June 30		Six Months Ended June 30	
	2007	2006	2007	2006
Return on Assets	<b>0.91%</b>	0.90%	<b>0.86%</b>	0.87%
Return on Equity	<b>13.58%</b>	14.80%	<b>13.17%</b>	14.10%
Dividend Payout	<b>23.68%</b>	22.22%	<b>24.65%</b>	22.83%
Avg. Equity to Avg. Assets	<b>6.67%</b>	6.24%	<b>6.55%</b>	6.16%
Dividends Declared	\$ <b>0.09</b>	\$ 0.08	\$ <b>0.18</b>	\$ 0.16

**Future Outlook**

Colony is an emerging company in an industry filled with nonregulated competitors and a rapid pace of consolidation. The year brings with it new opportunities for growth in our existing markets, as well as opportunities to expand into new markets through acquisitions and denovo branching. Entry into the MSA markets – Savannah, Albany, Columbus, Warner Robins, and Valdosta – will require multi-branch offices and the Company is presently looking for available real estate to purchase in those markets. Presently Colony has secured real estate in the Savannah market and will likely begin construction of its second Savannah office in third quarter 2007. Likewise, Colony has secured real estate in the Albany market for another office though no established date for construction has been set.

**BUSINESS**

## General

The Company was organized in 1983 as a bank holding company through the merger of Colony Bank of Fitzgerald with a subsidiary of the Company. Since that time, Colony Bank of Fitzgerald, which was formed by principals of Colony Bankcorp, Inc. in 1976, has operated as a wholly-owned subsidiary of the Company. In April 1984, Colony Bankcorp, Inc. acquired Colony Bank Wilcox, and in November 1984, Colony Bank Ashburn became a wholly-owned subsidiary of Colony Bankcorp, Inc. Colony Bankcorp, Inc. continued its growth with the acquisition of Colony Bank of Dodge County in September 1985. In August 1991, Colony Bankcorp, Inc. acquired Colony Bank Worth. In November 1996, Colony Bankcorp, Inc. acquired Colony Bank Southeast and in November 1996 formed a non-bank subsidiary Colony Management Services, Inc. In March 2002, Colony Bankcorp, Inc. acquired Colony Bank Quitman, FSB and also formed Colony Bankcorp Statutory Trust I. In December 2002, Colony formed its second trust, Colony Bankcorp Statutory Trust II. In September 2004, Colony formed its third Trust, Colony Bankcorp Statutory Trust III. In April 2006, Colony formed its fourth Trust, Colony Bankcorp Capital Trust I. In March 2007, Colony formed its fifth Trust, Colony Bankcorp Capital Trust II, while it liquidated its first Trust, Colony Bankcorp Statutory Trust I by exercising its call option.

Through its seven subsidiary banks, Colony Bankcorp, Inc. operates a full-service banking business and offers a broad range of retail and commercial banking services including checking, savings, NOW accounts, money market and time deposits of various types; loans for business, agriculture, real estate, personal uses, home improvement and automobiles; credit card; letters of credit; investment and discount brokerage services; IRA's; safe deposit box rentals, bank money orders; electronic funds transfer services, including wire transfers and automated teller machines and internet accounts. Each of the Banks is a member of Federal Deposit Insurance Corporation whose customer deposits are insured up to applicable limits by the Federal Deposit Insurance Corporation.

On April 2, 1998, the Company was listed on Nasdaq National Market. The Company's common stock trades on the Nasdaq Stock Market under the symbol "CBAN". The Company presently has approximately 2,143 shareholders as of June 30, 2007 "The Nasdaq Stock Market" or "Nasdaq" is a highly-regulated electronic securities market comprised of competing Market Makers whose trading is supported by a communications network linking them to quotation dissemination, trade reporting and order execution systems. This market also provides specialized automation services for screen-based negotiations of transactions, on-line comparison of transactions, and a range of informational services tailored to the needs of the securities industry, investors and issuers. The Nasdaq Stock Market is operated by The Nasdaq Stock Market, Inc., a wholly-owned subsidiary of the National Association of Securities Dealers, Inc.

Table of Contents**Part I (Continued)**

Item 3

**Item 3 - Quantitative and Qualitative Disclosures About Market Risk****AVERAGE BALANCE****SHEETS**

(\$ in thousands)	Six Months Ended June 30, 2007			Six Months Ended June 30, 2006		
	Average Balances	Income/ Expense	Yields/ Rates	Average Balances	Income/ Expense	Yields/ Rates
Assets						
Interest-Earning Assets						
Loans, Net of Unearned						
Interest and fees						
Taxable (1)	\$ 935,774	\$ 40,246	8.60%	\$ 891,376	\$ 35,454	7.95%
Investment Securities						
Taxable	142,650	3,296	4.62%	120,757	2,474	4.10%
Tax-Exempt (2)	12,024	330	5.49%	6,861	188	5.48%
Total Investment Securities	154,674	3,626	4.69%	127,618	2,662	4.17%
Interest-Bearing Deposits	2,867	75	5.23%	2,448	54	4.41%
Federal Funds Sold	37,266	967	5.19%	43,052	996	4.63%
Interest-Bearing Other Assets	5,068	149	5.88%	5,262	128	4.87%
Total Interest-Earning Assets	\$ 1,135,649	\$ 45,063	7.94%	1,069,756	\$ 39,294	7.35%
Non-interest-Earning Assets						
Cash and Cash Equivalents	21,594			22,720		
Allowance for Loan Losses	(12,473)			(11,320)		
Other Assets	54,022			51,894		
Total Noninterest-Earning Assets	63,143			63,294		
Total Assets	\$ 1,198,792			\$ 1,133,050		
Liabilities and Stockholders' Equity						
Interest-Bearing Liabilities						
Interest-Bearing Deposits						
Interest-Bearing Demand and Savings						
	\$ 213,112	\$ 2,269	2.13%	\$ 214,560	\$ 1,982	1.85%
Other Time	737,070	19,011	5.16%	675,123	14,194	4.20%
Total Interest-Bearing Deposits	950,182	21,280	4.48%	889,683	16,176	3.64%
Other Interest-Bearing Liabilities						
Other Borrowed Money	59,083	1,315	4.45%	70,001	1,526	4.36%
Subordinated Debentures	24,947	985	7.90%	21,182	850	8.03%
Federal Funds Purchased	1,413	37	5.24%	685	16	4.67%
Total Other Interest-Bearing Liabilities	85,443	2,337	5.47%	91,868	2,392	5.21%
Total Interest-Bearing Liabilities	1,035,625	\$ 23,617	4.56%	981,551	\$ 18,568	3.78%
Noninterest-Bearing Liabilities and						

Stockholders' Equity			
Demand Deposits	<b>76,053</b>		73,622
Other Liabilities	<b>8,534</b>		8,126
Stockholders' Equity	<b>78,580</b>		69,751
Total Noninterest-Bearing Liabilities and Stockholders' Equity			
	<b>163,167</b>		151,499
Total Liabilities and Stockholders' Equity			
	<b>\$ 1,198,792</b>		\$ 1,133,050
Interest Rate Spread			
		<b>3.38%</b>	3.57%
Net Interest Income			
	<b>\$ 21,446</b>		\$ 20,726
Net Interest Margin			
		<b>3.78%</b>	3.87%

- (1) The average balance of loans includes the average balance of nonaccrual loans. Income on such loans is recognized and recorded on the cash basis. Taxable equivalent adjustments totaling \$58 and \$49 for six month periods ended June 30, 2007 and 2006, respectively, are included in tax-exempt interest on loans.
- (2) Taxable-equivalent adjustments totaling \$112 and \$64 for six month periods ended June 30, 2007 and 2006, respectively, are included in tax-exempt interest on investment securities. The adjustments are based on a federal tax rate of 34 percent with appropriate reductions for the effect of disallowed interest expense incurred in carrying tax-exempt obligations.

Table of Contents**Part I (Continued)**

## Item 3 (Continued)

**Colony Bankcorp, Inc. and Subsidiary  
Interest Rate Sensitivity**

The following table is an analysis of the Company's interest rate-sensitivity position at June 30, 2007. The interest-bearing rate-sensitivity gap, which is the difference between interest-earning assets and interest-bearing liabilities by repricing period, is based upon maturity or first repricing opportunity, along with a cumulative interest rate-sensitivity gap. It is important to note that the table indicates a position at a specific point in time and may not be reflective of positions at other times during the year or in subsequent periods. Major changes in the gap position can be, and are, made promptly as market outlooks change.

**Assets and Liabilities Repricing Within**

	<b>3 Months or Less</b>	<b>4 to 12 Months</b>	<b>1 Year</b>	<b>1 to 5 Years</b>	<b>Over 5 Years</b>	<b>Total</b>
(\$ in Thousands)						
<b>EARNING ASSETS:</b>						
Interest-Bearing Deposits	\$ 2,199	\$ ---	\$ 2,199	\$ ---	\$ ---	\$ 2,199
Federal Funds Sold	16,705	---	16,705	---	---	16,705
Investment Securities	14,397	14,163	28,560	107,694	19,118	155,372
Loans Held for Sale	380	---	380	---	---	380
Loans, Net of Unearned Income	428,014	199,801	627,815	313,218	12,020	953,053
Other Interest-Bearing Assets	5,465	---	5,465	---	---	5,465
<b>Total Interest-Earning Assets</b>	<b>467,160</b>	<b>213,964</b>	<b>681,124</b>	<b>420,912</b>	<b>31,138</b>	<b>1,133,174</b>
<b>INTEREST-BEARING LIABILITIES:</b>						
<b>Interest-Bearing Demand</b>						
Deposits (1)	186,148	---	186,148	---	---	186,148
Savings (1)	35,009	---	35,009	---	---	35,009
Time Deposits	203,716	449,035	652,751	72,753	13	725,517
Other Borrowings (2)	4,000	6,500	10,500	40,000	19,000	69,500
Subordinated Debentures	24,229	---	24,229	---	---	24,229
Federal Funds Purchased	900	---	900	---	---	900
<b>Total Interest-Bearing Liabilities</b>	<b>454,002</b>	<b>455,535</b>	<b>909,537</b>	<b>112,753</b>	<b>19,013</b>	<b>1,041,303</b>
<b>Interest Rate-Sensitivity Gap</b>	<b>13,158</b>	<b>(241,571)</b>	<b>(228,413)</b>	<b>308,159</b>	<b>12,125</b>	<b>91,871</b>
<b>Cumulative Interest-Sensitivity Gap</b>	<b>13,158</b>	<b>(228,413)</b>	<b>(228,413)</b>	<b>79,746</b>	<b>91,871</b>	

Interest Rate-Sensitivity Gap

as a Percentage of

Interest-Earning Assets	1.16%	(21.32%)	(20.16%)	27.19%	1.07%
-------------------------	-------	----------	----------	--------	-------

Cumulative Interest

Rate-Sensitivity as a

Percentage of

Interest-Earning Assets	1.16%	(20.16%)	(20.16%)	7.04%	8.11%
-------------------------	-------	----------	----------	-------	-------

(1) Interest-bearing Demand and Savings Accounts for repricing purposes are considered to reprice within 3 months or less.

(2) Short-term borrowings for repricing purposes are considered to reprice within 3 months or less.

Table of Contents**Part I (Continued)**

## Item 3 (Continued)

The foregoing table indicates that we had a one year negative gap of (\$228) million, or (20.16) percent of total assets at June 30, 2007. In theory, this would indicate that at June 30, 2007, \$228 million more in liabilities than assets would reprice if there were a change in interest rates over the next 365 days. Thus, if interest rates were to increase, the gap would indicate a resulting decrease in net interest margin. However, changes in the mix of earning assets or supporting liabilities can either increase or decrease the net interest margin without affecting interest rate sensitivity. In addition, the interest rate spread between an asset and our supporting liability can vary significantly while the timing of repricing of both the assets and our supporting liability can remain the same, thus impacting net interest income. This characteristic is referred to as a basis risk and, generally, relates to the repricing characteristics of short-term funding sources such as certificates of deposits.

Gap analysis has certain limitations. Measuring the volume of repricing or maturing assets and liabilities does not always measure the full impact on the portfolio value of equity or net interest income. Gap analysis does not account for rate caps on products; dynamic changes such as increasing prepay speeds as interest rates decrease, basis risk, or the benefit of non-rate funding sources. The majority of our loan portfolio reprices quickly and completely following changes in market rates, while non-term deposit rates in general move slowly and usually incorporate only a fraction of the change in rates. Products categorized as non-rate sensitive, such as our noninterest-bearing demand deposits, in the gap analysis behave like long term fixed rate funding sources. Both of these factors tend to make our actual behavior more asset sensitive than is indicated in the gap analysis. In fact, we experience higher net interest income when rates rise, opposite what is indicated by the gap analysis. In fact, during the recent period of declines in interest rates, our net interest margin has declined. Therefore, management uses gap analysis, net interest margin analysis and market value of portfolio equity as our primary interest rate risk management tools.

The Company is now utilizing SunTrust Asset/Liability Management Analysis for a more dynamic analysis of balance sheet structure. The Company has established earnings at risk for net-interest income in a +/- 200 basis point rate shock to be no more than a fifteen percent decline. The most recent analysis as of March 31, 2007 indicates that net interest income would deteriorate 5.24 percent with a 200 basis point decrease and would improve 3.02 percent with a 200 basis point increase. The Company has established equity at risk in a +/- 200 basis points rate shock to be no more than a twenty percent decline. The most recent analysis as of March 31, 2007 indicates that net economic value of equity percentage change would decrease 0.60 percent with a 200 basis point increase and would decrease 4.04 percent with a 200 basis point decrease. The Company has established its one year gap to be 0.80 percent to 1.20 percent. The most recent analysis as of March 31, 2007 indicates a one year gap of 0.89 percent. The analysis suggests net interest margin compression in a declining interest rate environment. Given that interest rates are at or near its peak, the Company is focusing on areas to minimize margin compression in the future. These include locking in more loans at a fixed rate versus a variable rate, minimizing dollars in Federal funds, extending out on the yield curve with investments, securing brokered certificates of deposit for terms less than one year and focusing on reduction of nonperforming assets.

Table of Contents

**Part I (Continued)**

Item 4 (Continued)

**CONTROLS AND PROCEDURES**

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and the Principal Financial and Accounting Officer of the design and operation of our disclosure controls and procedures. Based on this evaluation, our Chief Executive Officer and Principal Financial and Accounting Officer concluded that the disclosure controls and procedures are effective.

51

---



Table of Contents**PART II – OTHER INFORMATION**

## ITEM 1 – LEGAL PROCEEDINGS

None

## ITEM 1A – RISK FACTORS

During the period covered by this report, there have been no material changes from risk factors as previously disclosed in the registrant's Form 10-K filed on March 15, 2007 in response to Item 1A to Part I of Form 10-K.

## ITEM 2 – UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

## ITEM 3 – DEFAULTS UPON SENIOR SECURITIES

None

## ITEM 4 – SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS (ANNUAL MEETING)

The annual meeting of the shareholders of the Company was held on April 24, 2007. At the Annual Meeting of the Shareholders, proxies were solicited under Regulation 14 of the Securities and Exchange Act of 1934. Total shares eligible to vote amounted to 7,204,925. A total of 5,437,155.68 shares (75.46%) were represented by shareholders in attendance or by proxy. The following directors were elected to serve one year until the next annual meeting:

	<u>For</u>	<u>Against</u>	<u>Abstained</u>
Morris Downing	5,335,330.47	101,825.21	---
Dan Minix	5,415,208.68	21,947.00	---
Sidney Ross	5,415,208.68	21,947.00	---
Jerry Harrell	5,388,652.68	48,503.00	---
Terry Hester	5,415,145.68	22,010.00	---
Terry Coleman	5,408,477.40	28,678.28	---
Gene Waldron	5,415,208.68	21,947.00	---
Bill Roberts	5,415,001.51	22,154.17	---
Al Ross	5,415,208.68	21,947.00	---
Charles Myler	5,415,001.51	22,154.17	---
Mark Massee	5,415,208.68	21,947.00	---

The Company also presented a second proposal to approve an amendment to the bylaws of the Company in order to be eligible for a Direct Registration Program for its common stock. The amendment was approved by shareholder vote as follows:

<u>For</u>	<u>Against</u>	<u>Abstained</u>
5,331,941.07	40,647.00	64,567.60

## ITEM 5 – OTHER INFORMATION

None

52

---

Table of Contents

**Part II (Continued)**

Item 6

ITEM 6 – EXHIBITS

**3.1 Articles of Incorporation**

-filed as Exhibit 3(a) to the Registrant's Registration Statement on Form 10 (File No. 0-18486), filed with the Commission on April 25, 1990 and incorporated herein by reference

**3.2 Bylaws, as Amended**

-filed as Exhibit 3(b) to the Registrant's Registration Statement on Form 10 (File No. 0-18486), filed with the Commission on April 25, 1990 and incorporated herein by reference

**4.1 Instruments Defining the Rights of Security Holders**

-incorporated herein by reference to page 1 of the Company's Definitive Proxy Statement for Annual Meeting of Stockholders to be held on April 27, 2004, filed with the Securities and Exchange Commission on March 3, 2004 (File No. 000-12436)

**10.1 Deferred Compensation Plan and Sample Director Agreement**

-filed as Exhibit 10(a) to the Registrant's Registration Statement on Form 10 (File No. 0-18486), filed with the Commission on April 25, 1990 and incorporated herein by reference

**10.2 Profit-Sharing Plan Dated January 1, 1979**

-filed as Exhibit 10(b) to the Registrant's Registration Statement on Form 10 (File No. 0-18486), filed with the Commission on April 25, 1990 and incorporated herein by reference

**10.3 1999 Restricted Stock Grant Plan and Restricted Stock Grant Agreement**

-filed as Exhibit 10(c) the Registrant's Annual Report on Form 10-K (File No. 000-12436), filed with the Commission on March 30, 2001 and incorporated herein by reference

**10.4 2004 Restricted Stock Grant Plan and Restricted Stock Grant Agreement**

-filed as Exhibit C to the Registrant's Definitive Proxy Statement for Annual Meeting of Shareholders held on April 27, 2004, filed with the Securities and Exchange Commission on March 3, 2004 (File No. 000-12436) and incorporated herein by reference

**10.5 Lease Agreement – Mobile Home Tracts, LLC c/o Stafford Properties, Inc. and Colony Bank Worth**

-filed as Exhibit 10.5 to the Registrant's Quarterly Report on Form 10Q (File No. 000-12436), filed with Securities and Exchange Commission on November 5, 2004 and incorporated herein by reference

**11.1 Statement of Computation of Earnings Per Share**

**31.1 Certificate of Chief Executive Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002**

**31.2 Certificate of Chief Financial Officer Pursuant to Section 302 of Sarbanes – Oxley Act of 2002**

**32.1 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

53

---

Table of Contents

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 6, 2007

/s/ Al D. Ross  
Al D. Ross,  
President and Chief Executive Officer

Date: August 6, 2007

/s/ Terry L. Hester  
Terry L. Hester,  
Executive Vice President and Chief Financial  
Officer